

Maghsoudnia Mozafar  
Form 4  
February 17, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Maghsoudnia Mozafar

2. Issuer Name **and** Ticker or Trading  
Symbol  
NETLOGIC MICROSYSTEMS INC  
[NETL]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
3975 FREEDOM CIRCLE, 9TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/17/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President, Manufacturing

(Street)  
SANTA CLARA, CA 95054

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        |                               | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|-------------------------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) Price              |   |  |   |
| Common Stock                    | 02/15/2012                           |  | <u>J</u> <sup>(1)</sup>        |   | 75     | A \$ 42.26                    | 78,894  | D  |   |
| Common Stock                    | 02/17/2012                           |  | D                              |   | 3,742  | D \$ <u>50</u> <sup>(2)</sup> | 75,152  | D  |   |
| Common Stock                    | 02/17/2012                           |  | D                              |   | 9,076  | D <u>(3)</u> <u>(4)</u>       | 66,076  | D  |   |
| Common Stock                    | 02/17/2012                           |  | D                              |   | 9,076  | D <u>(3)</u> <u>(5)</u>       | 57,000  | D  |   |
| Common Stock                    | 02/17/2012                           |  | D                              |   | 12,500 | D <u>(3)</u> <u>(6)</u>       | 44,500  | D  |   |

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|              |            |   |        |   |                       |        |   |
|--------------|------------|---|--------|---|-----------------------|--------|---|
| Common Stock | 02/17/2012 | D | 12,500 | D | <u>(3)</u> <u>(7)</u> | 32,000 | D |
| Common Stock | 02/17/2012 | D | 12,800 | D | <u>(3)</u> <u>(8)</u> | 19,200 | D |
| Common Stock | 02/17/2012 | D | 19,200 | D | <u>(3)</u> <u>(9)</u> | 0      | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares    |
| Stock Option (right to buy)                | \$ 13.93   | 01/31/2012                           |  | D                              | 1,375   | <u>(10)</u> 01/06/2018                                   | Common Stock  | 1,375                         |
| Stock Option (right to buy)                | \$ 10.95   | 01/31/2012                           |  | D                              | 18,150  | <u>(12)</u> 01/04/2019                                   | Common Stock  | 18,150                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Maghsoudnia Mozafar<br>3975 FREEDOM CIRCLE<br>9TH FLOOR<br>SANTA CLARA, CA 95054 | Vice President, Manufacturing    |

## Signatures

/s/ Roland B. Cortes, by power of  
attorney

02/17/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares acquired on February 15, 2012 under the NetLogic Microsystems, Inc. 2004 Employee Stock Purchase Plan.

(2) Disposed of pursuant to the merger agreement (the "Merger Agreement") among the issuer, Broadcom Corporation ("Broadcom") and I&N Acquisition Corp. in exchange for \$50.00 cash per share.

Pursuant to the Merger Agreement, this restricted stock unit (RSU) award was assumed by Broadcom and converted into an RSU award for a number of shares of Broadcom common stock equal to the product (rounded down to the nearest whole share) of (a) the unissued number of issuer shares subject to such award, multiplied by (b) a fraction (the "Option Ratio"), the numerator of which is 50, and the denominator of which is the volume weighted average price for a share of Broadcom common stock for the five trading days immediately prior to (and excluding) February 17, 2012, as reported by Bloomberg, L.P.

(3) This RSU award provided for vesting in full on May 5, 2012.

(4) This RSU award provided for vesting in full on November 5, 2012.

(5) This RSU award provided for vesting in full on May 15, 2013.

(6) This RSU award provided for vesting in full on November 15, 2013.

(7) This RSU award provided for vesting in full on May 15, 2014.

(8) This RSU award provided for vesting in full on November 15, 2013.

(9) This option provided for vesting at the rate of 1/12th of the shares subject to the option at the end of each calendar month during 2011.

Pursuant to the Merger Agreement, this option was assumed by Broadcom and converted into an option to purchase a number of shares of Broadcom common stock equal to the product (rounded down to the nearest whole share) of (a) the number of issuer shares issuable upon exercise in full of such option, multiplied by (b) the Option Ratio, at a proportionately reduced exercise price per share.

(10) This option provided for vesting at the rate of 1/12th of the shares subject to the option at the end of each calendar month during 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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