

O'Reilly Chris
 Form 4
 February 17, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 O'Reilly Chris

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP of Marketing

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

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

SANTA CLARA, CA 95054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	02/15/2012		J ⁽¹⁾	67	A	\$ 42.26	72,311	D
Common Stock	02/17/2012		D	20,643	D	\$ 50 ⁽²⁾	51,668	D
Common Stock	02/17/2012		D	8,334	D	⁽³⁾ ⁽⁴⁾	43,334	D
Common Stock	02/17/2012		D	8,334	D	⁽³⁾ ⁽⁵⁾	35,000	D
Common Stock	02/17/2012		D	7,500	D	⁽³⁾ ⁽⁶⁾	27,500	D

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Common Stock	02/17/2012	D	7,500	D	<u>(3)</u> <u>(7)</u>	20,000	D
Common Stock	02/17/2012	D	10,000	D	<u>(3)</u> <u>(8)</u>	10,000	D
Common Stock	02/17/2012	D	10,000	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.

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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
Stock Option (right to buy)	\$ 6.5	01/31/2012		D	18,000	<u>(10)</u> 05/31/2014	Common Stock	18,000
Stock Option (right to buy)	\$ 6	01/31/2012		D	1,376	<u>(12)</u> 07/08/2014	Common Stock	1,376
Stock Option (right to buy)	\$ 3.02	01/31/2012		D	2,500	<u>(13)</u> 10/26/2014	Common Stock	2,500
Stock Option (right to buy)	\$ 6.33	01/31/2012		D	6,000	<u>(14)</u> 04/19/2015	Common Stock	6,000
Stock Option (right to buy)	\$ 6.25	01/31/2012		D	2,500	<u>(15)</u> 04/25/2015	Common Stock	2,500

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Stock Option (right to buy)	\$ 10.71	01/31/2012	D	10,000	<u>(16)</u>	09/14/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 9.05	01/31/2012	D	10,000	<u>(17)</u>	10/09/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 13.62	01/31/2012	D	15,750	<u>(18)</u>	12/29/2015	Common Stock	15,750
Stock Option (right to buy)	\$ 15.75	01/31/2012	D	15,750	<u>(19)</u>	05/15/2016	Common Stock	15,750
Stock Option (right to buy)	\$ 9.92	01/31/2012	D	10,000	<u>(20)</u>	10/30/2016	Common Stock	10,000
Stock Option (right to buy)	\$ 13.18	01/31/2012	D	31,500	<u>(21)</u>	04/04/2017	Common Stock	31,500
Stock Option (right to buy)	\$ 14.74	01/31/2012	D	506	<u>(22)</u>	08/21/2017	Common Stock	506
Stock Option (right to buy)	\$ 14.74	01/31/2012	D	20,060	<u>(23)</u>	08/21/2017	Common Stock	20,060
Stock Option (right to buy)	\$ 14.74	01/31/2012	D	28,722	<u>(24)</u>	08/21/2017	Common Stock	28,722
Stock Option (right to buy)	\$ 14.74	01/31/2012	D	17,374	<u>(25)</u>	08/21/2017	Common Stock	17,374
Stock Option (right to buy)	\$ 13.93	01/31/2012	D	13,200	<u>(26)</u>	01/06/2018	Common Stock	13,200
	\$ 10.95	01/31/2012	D	16,666	<u>(27)</u>	01/04/2019		16,666

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Reilly Chris 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054			VP of Marketing	

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 became exercisable as to 25% of the shares subject to the option on June 1, 2005 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- 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 became exercisable as to 25% of the shares subject to the option on July 9, 2005 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (11) This option became exercisable as to 25% of the shares subject to the option on October 27, 2005 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (12)
- (13)
- (14)

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This option became exercisable as to 25% of the shares subject to the option on April 20, 2006 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.

- (15) This option became exercisable as to 25% of the shares subject to the option on April 26, 2006 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (16) This option became exercisable as to 25% of the shares subject to the option on September 15, 2006 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (17) This option became exercisable as to 25% of the shares subject to the option on October 10, 2006 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (18) This option became fully exercisable on December 30, 2005.
- (19) This option became exercisable as to 25% of the shares subject to the option on April 1, 2007 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (20) This option became exercisable as to 25% of the shares subject to the option on October 31, 2007 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (21) This option became exercisable as to 25% of the shares subject to the option on April 1, 2008 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (22) 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 2008.
- (23) 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 2009.
- (24) 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 2010.
- (25) 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.
- (26) 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.
- (27) 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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