

Jankov Ronald Steven
Form 4
February 17, 2012

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

OMB APPROVAL

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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 *
Jankov Ronald Steven

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
 Officer (give title below) Other (specify below)
President and CEO

(Street)
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)
			Code	V	Amount	Price	
Common Stock	02/15/2012		J ⁽¹⁾		121	\$ 42.26	D
Common Stock	02/17/2012		D		443,445	\$ 50 ⁽²⁾	0 I See footnote 3. ⁽³⁾
Common Stock	02/17/2012		D		121	\$ 50 ⁽²⁾	262,700 D
Common Stock	02/17/2012		D		3,750	\$ ⁽⁴⁾ ⁽⁶⁾	258,950 D
	02/17/2012		D		1,250	\$ ⁽⁵⁾ ⁽⁶⁾	257,700 D

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Common Stock							
Common Stock	02/17/2012		D	23,513	D	<u>(4)</u> <u>(7)</u>	234,187 D
Common Stock	02/17/2012		D	7,837	D	<u>(5)</u> <u>(7)</u>	226,350 D
Common Stock	02/17/2012		D	27,263	D	<u>(4)</u> <u>(8)</u>	199,087 D
Common Stock	02/17/2012		D	9,087	D	<u>(5)</u> <u>(8)</u>	190,000 D
Common Stock	02/17/2012		D	28,125	D	<u>(4)</u> <u>(9)</u>	161,875 D
Common Stock	02/17/2012		D	9,375	D	<u>(5)</u> <u>(9)</u>	152,500 D
Common Stock	02/17/2012		D	28,125	D	<u>(4)</u> <u>(10)</u>	124,375 D
Common Stock	02/17/2012		D	9,375	D	<u>(5)</u> <u>(10)</u>	115,000 D
Common Stock	02/17/2012		D	34,500	D	<u>(4)</u> <u>(11)</u>	80,500 D
Common Stock	02/17/2012		D	11,500	D	<u>(5)</u> <u>(11)</u>	69,000 D
Common Stock	02/17/2012		D	51,750	D	<u>(4)</u> <u>(12)</u>	17,250 D
Common Stock	02/17/2012		D	17,250	D	<u>(5)</u> <u>(12)</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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares

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Stock Option (right to buy)	\$ 6	02/17/2012	D	37,502	<u>(13)</u>	07/08/2014	Common Stock	37,502
Stock Option (right to buy)	\$ 3.02	02/17/2012	D	21,874	<u>(15)</u>	10/26/2014	Common Stock	21,874
Stock Option (right to buy)	\$ 6.5	02/17/2012	D	35,416	<u>(16)</u>	05/31/2014	Common Stock	35,416
Stock Option (right to buy)	\$ 6.33	02/17/2012	D	24,610	<u>(17)</u>	04/19/2015	Common Stock	24,610
Stock Option (right to buy)	\$ 6.25	02/17/2012	D	24,610	<u>(18)</u>	04/25/2015	Common Stock	24,610
Stock Option (right to buy)	\$ 10.71	02/17/2012	D	29,170	<u>(19)</u>	09/14/2015	Common Stock	29,170
Stock Option (right to buy)	\$ 9.05	02/17/2012	D	30,080	<u>(20)</u>	10/09/2015	Common Stock	30,080
Stock Option (right to buy)	\$ 11.7	02/17/2012	D	49,584	<u>(21)</u>	07/31/2016	Common Stock	49,584
Stock Option (right to buy)	\$ 9.92	02/17/2012	D	69,582	<u>(22)</u>	10/30/2016	Common Stock	69,582
Stock Option (right to buy)	\$ 11.97	02/17/2012	D	113,334	<u>(23)</u>	01/29/2017	Common Stock	113,334
Stock Option (right to buy)	\$ 15.15	02/17/2012	D	44,868	<u>(24)</u>	06/04/2017	Common Stock	44,868
	\$ 15.15	02/17/2012	D	86,428	<u>(25)</u>	06/04/2017		86,428

Stock Option (right to buy)								Common Stock	
Stock Option (right to buy)	\$ 13.93	02/17/2012		D	62,700	<u>(26)</u>	01/06/2018	Common Stock	62,700
Stock Option (right to buy)	\$ 10.95	02/17/2012		D	47,025	<u>(27)</u>	01/04/2019	Common Stock	47,025
Stock Option (right to buy)	\$ 10.95	02/17/2012		D	15,675	<u>(27)</u>	01/04/2019	Common Stock	15,675

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jankov Ronald Steven 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054	X		President and CEO	

Signatures

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

These shares are directly held by Global Link 1 Capital, a charitable remainder unitrust, of which Mr. Jankov is trustee. Mr. Jankov disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
 - (3) Pursuant to the Merger Agreement and an employment offer letter between Broadcom and Mr. Jankov, these restricted stock units (RSUs) were assumed by Broadcom and converted into RSUs for a number of shares of Broadcom common stock equal to the product (rounded down to the nearest whole share) of the unissued number of issuer shares subject to such RSUs, multiplied by 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.
 - (4)

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- (5) Pursuant to the Merger Agreement and an employment offer letter between Broadcom and Mr. Jankov, these RSUs were cancelled in exchange for a cash payment of \$50.00 per underlying share.
- (6) This RSU award provided for vesting in five equal installments every six months commencing on November 5, 2010.
- (7) This RSU award provided for vesting in full on May 5, 2012.
- (8) This RSU award provided for vesting in full on November 5, 2012.
- (9) This RSU award provided for vesting in full on May 15, 2013.
- (10) This RSU award provided for vesting in full on November 15, 2013.
- (11) This RSU award provided for vesting in full on May 15, 2014.
- (12) This RSU award provided for vesting in full on November 15, 2013.
- (13) This option became exercisable as to 25% of the shares subject to the option on July 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.
- (15) 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.
- (16) 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.
- (17) 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.
- (18) 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.
- (19) 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.
- (20) 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.
- (21) This option became exercisable as to 25% of the shares subject to the option on August 1, 2007 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (22) 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.
- (23) This option became exercisable as to 25% of the shares subject to the option on January 30, 2008 and as to 1/36 of the remaining shares at the end of each calendar month thereafter.
- (24) This option provided for vesting in 12 equal monthly installments commencing January 31, 2009.
- (25) This option provided for vesting in 12 equal monthly installments commencing January 31, 2010.
- (26) This option provided for vesting in 12 equal monthly installments commencing January 31, 2011.
- (27) This option provided for vesting in 12 equal monthly installments commencing January 31, 2012.

Pursuant to the Merger Agreement and an employment offer letter between Broadcom and Mr. Jankov, 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.
- (28) Pursuant to the Merger Agreement and an employment offer letter between Broadcom and Mr. Jankov, this option was cancelled in exchange for a cash payment equal to the product of (a) the number of shares underlying such option, multiplied by (b) the excess of \$50.00 over the exercise price of such option.
- (29)

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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