

NETLOGIC MICROSYSTEMS INC
 Form 4
 June 01, 2006

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 *
WITMER DONALD B

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)
1875 CHARLESTON RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and CFO

MOUNTAIN VIEW, CA 94043
 (City) (State) (Zip)

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

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) | (A) or (D) | 5. Amount or Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Stock Option (right to buy) | 05/30/2006 | | M | 813 | A | \$ 6.04 | 813 | D | |
| Stock Option (right to buy) | 05/30/2006 | | M | 2,187 | A | \$ 12.65 | 2,187 | D | |
| Common Stock | 05/30/2006 | | S ⁽¹⁾ | 3,000 | D | \$ 32.1 | 0 | D | |
| | 06/01/2006 | | M | 1,397 | A | \$ 2 | 1,397 | D | |

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| | | | | | | | | |
|-----------------------------|------------|--|-------------------------|-------|---|----------|-------|---|
| Stock Option (right to buy) | | | | | | | | |
| Stock Option (right to buy) | 06/01/2006 | | M | 782 | A | \$ 13 | 2,179 | D |
| Stock Option (right to buy) | 06/01/2006 | | M | 489 | A | \$ 6.04 | 2,668 | D |
| Stock Option (right to buy) | 06/01/2006 | | M | 781 | A | \$ 12 | 3,449 | D |
| Stock Option (right to buy) | 06/01/2006 | | M | 369 | A | \$ 12.49 | 3,818 | D |
| Stock Option (right to buy) | 06/01/2006 | | M | 182 | A | \$ 12.65 | 4,000 | D |
| Common Stock | 06/01/2006 | | <u>S</u> ⁽¹⁾ | 4,000 | D | \$ 34 | 0 | D |
| Stock Option (right to buy) | 06/01/2006 | | M | 2,000 | A | \$ 12.49 | 2,000 | D |
| Common Stock | 06/01/2006 | | <u>S</u> ⁽²⁾ | 2,000 | D | \$ 32.66 | 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.

SEC 1474
(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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|------|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|------|

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| Security | | | Code | Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|----------|------------|------|---|-------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | V | (A) | | | | |
| Stock Option (right to buy) | \$ 6.04 | 05/30/2006 | M | | 813 | 10/27/2005 | 10/26/2014 | Common Stock | 8,855 |
| Stock Option (right to buy) | \$ 12.65 | 05/30/2006 | M | | 2,187 | 04/20/2006 | 04/19/2015 | Common Stock | 8,750 |
| Stock Option (right to buy) | \$ 2 | 06/01/2006 | M | | 1,397 | 01/20/2004 | 01/19/2014 | Common Stock | 22,540 |
| Stock Option (right to buy) | \$ 13 | 06/01/2006 | M | | 782 | 06/01/2004 | 05/31/2014 | Common Stock | 4,688 |
| Stock Option (right to buy) | \$ 6.04 | 06/01/2006 | M | | 489 | 10/27/2005 | 10/26/2014 | Common Stock | 8,042 |
| Stock Option (right to buy) | \$ 12 | 06/01/2006 | M | | 781 | 07/01/2005 | 07/08/2014 | Common Stock | 4,844 |
| Stock Option (right to buy) | \$ 12.49 | 06/01/2006 | M | | 1,367 | 04/26/2006 | 04/25/2015 | Common Stock | 2,643 |
| Stock Option (right to buy) | \$ 12.65 | 06/01/2006 | M | | 182 | 04/20/2006 | 04/19/2015 | Common Stock | 6,563 |
| Stock Option (right to buy) | \$ 12.49 | 06/01/2006 | M | | 1,002 | 04/26/2006 | 04/25/2015 | Common Stock | 6,107 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WITMER DONALD B 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043 | | | Vice President and CFO | |

Signatures

| | |
|---|------------|
| /s/ Roland Cortes (as Atty-In-Fact for Donald Witmer) | 06/01/2006 |
|---|------------|

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2005.
- (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 15, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.