

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)	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)
			Code	V	Amount (A) or (D) Price		
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⁽¹⁾</u>	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⁽²⁾</u>	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.

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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	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. (Instr. 3 and 4)
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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
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__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.