

NETLOGIC MICROSYSTEMS INC

Form 4

February 02, 2007

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hamamatsu Shigeyuki

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 ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2007

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Corporate Controller

MOUNTAIN VIEW, CA 94043

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	01/30/2007		S ⁽¹⁾		471	D	\$ 23.9	0	D
Stock Option (right to buy)	02/01/2007		M		834	A	\$ 6.49	834	D
Stock Option (right to buy)	02/01/2007		M		208	A	\$ 10.26	1,042	D
	02/01/2007		M		130	A	\$ 12.49	1,172	D

Stock
Option
(right to
buy)

Stock
Option
(right to
buy)

Common
Stock

02/01/2007

M

128

A

\$ 12.65

1,300

D

02/01/2007

S⁽²⁾

1,300

D

\$
23.9683 0
⁽³⁾

D

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

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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 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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 6.49	02/01/2007		M	834	10/20/2005	10/19/2014	Common Stock	8,750	
Stock Option (right to buy)	\$ 10.26	02/01/2007		M	208	01/19/2006	01/18/2015	Common Stock	2,708	
Stock Option (right to buy)	\$ 12.65	02/01/2007		M	128	04/20/2006	04/19/2015	Common Stock	1,897	
	\$ 12.49	02/01/2007		M	130	04/26/2006	04/25/2015		1,888	

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hamamatsu Shigeyuki 1875 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043	Corporate Controller

Signatures

/s/ Shigeyuki 02/02/2007
Hamamatsu

__Signature of Reporting Date
Person

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) These shares were acquired under the NetLogic Microsystems' 2004 Employee Stock Purchase Plan on December 30, 2006. This sale is being reported one day late due to unintentional delay.
- (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2006.
- (3) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$23.90 to \$24.00.

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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