

NETLOGIC MICROSYSTEMS INC

Form 4

September 06, 2006

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

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(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)
09/01/2006

____ 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)	09/01/2006		M		1,063	A	\$ 2	1,063		D
Stock Option (right to buy)	09/01/2006		M		156	A	\$ 13	1,219		D
Stock Option (right to buy)	09/01/2006		M		156	A	\$ 12	1,375		D

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Stock Option (right to buy)	09/01/2006	M	261	A	\$ 6.04	1,636	D
Stock Option (right to buy)	09/01/2006	M	182	A	\$ 12.65	1,818	D
Stock Option (right to buy)	09/01/2006	M	182	A	\$ 12.49	2,000	D
Common Stock	09/01/2006	S ⁽¹⁾	2,000	D	\$ 29.46	0	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. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2	09/01/2006		M		1,063		01/20/2004	01/19/2014	Common Stock	48,102
Stock Option (right to buy)	\$ 13	09/01/2006		M		156		06/01/2004	05/31/2014	Common Stock	3,594
Stock Option (right to buy)	\$ 12	09/01/2006		M		156		07/01/2005	07/08/2014	Common Stock	3,750

Stock Option (right to buy)	\$ 6.04	09/01/2006	M	261	10/27/2005	10/26/2014	Common Stock	7,033
Stock Option (right to buy)	\$ 12.65	09/01/2006	M	182	04/20/2006	04/19/2015	Common Stock	6,016
Stock Option (right to buy)	\$ 12.49	09/01/2006	M	182	04/26/2006	04/25/2015	Common Stock	911

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/ Don Witmer 09/06/2006

__Signature of Date
Reporting 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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2005.

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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