

Hamamatsu Shigeyuki
Form 4
November 02, 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

OMB
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(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)
10/31/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Interim CFO

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	
Stock Option (right to buy)	11/02/2006		M		834	A \$ 6.49	834 D
Stock Option (right to buy)	11/02/2006		M		208	A \$ 10.26	1,042 D
Stock Option (right to buy)	11/02/2006		M		127	A \$ 12.65	1,169 D

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Stock Option (right to buy)	11/02/2006	M	131	A	\$ 12.49	1,300	D
Common Stock	11/02/2006	S ⁽¹⁾	1,300	D	\$ 18.2717 (2)	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19.83	10/31/2006		A		10,000		10/31/2007 ⁽³⁾	10/30/2016	Common Stock	10,000
Stock Option (right to buy)	\$ 6.49	11/02/2006		M		834		10/31/2006	10/19/2014	Common Stock	10,000
Stock Option (right to buy)	\$ 10.26	11/02/2006		M		208		10/31/2006	01/18/2015	Common Stock	3,020
Stock Option (right to buy)	\$ 12.65	11/02/2006		M		127		10/31/2006	04/19/2015	Common Stock	2,080
Stock Option (right to buy)	\$ 12.49	11/02/2006		M		131		10/31/2006	04/25/2015	Common Stock	2,080

Reporting Owners

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

Signatures

/s/ Shigeyuki
Hamamatsu

11/02/2006

__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 December 3, 2004.
- (2) 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 \$18.02 to \$18.34.
- (3) This option will vest and become exercisable with respect to 25% of the shares subject to the option on October 31, 2007, and with respect to 1/36 of the remaining shares subject to such option at the end of each calendar month thereafter.

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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