

NETLOGIC MICROSYSTEMS INC

Form 4

November 17, 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 *
Dimitrelis Dimitrios

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)
11/15/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President of Engineering

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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Stock Option (right to buy)	11/15/2006		M	1,922 A \$ 2	1,922	D	
Stock Option (right to buy)	11/15/2006		M	1,875 A \$ 6.04	3,797	D	
Stock Option (right to buy)	11/15/2006		M	203 A \$ 12	4,000	D	

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Common	11/15/2006	S ⁽¹⁾	4,000	D	\$	22.1568	0	D
Stock					(2)			

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

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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 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 of Shares
Stock Option (right to buy)	\$ 2	11/15/2006		M	1,922	07/08/2004 08/25/2006	Common Stock	4,969
Stock Option (right to buy)	\$ 12	11/15/2006		M	203	10/31/2006 07/08/2014	Common Stock	3,593
Stock Option (right to buy)	\$ 6.04	11/15/2006		M	1,875	10/31/2006 10/26/2014	Common Stock	6,875

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Dimitrelis Dimitrios 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043	Vice President of Engineering

Signatures

/s/ Dimitrios
Dimitrelis

11/17/2006

__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 August 11, 2006.

(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 \$22.15 to \$22.18.

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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