

Dimitrelis Dimitrios
 Form 4
 February 02, 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 *
 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)
 01/31/2006

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify 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)
 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
Common Stock	01/31/2006		S ⁽¹⁾		625	D	\$ 36.56 <u>(2)</u>
Stock Option (right to buy)	01/31/2006		M		5,703	A	\$ 2 5,703
Common Stock	01/31/2006		S ⁽¹⁾		2,375	D	\$ 36.56 <u>(2)</u>
	01/31/2006		S		3,328	D	0

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Common Stock						\$ 36.88		
						(3)		
Stock Option (right to buy)	01/31/2006		M	2,828	A	\$ 6.04	2,828	D
Common Stock	01/31/2006		S	2,828	D	\$ 36.88	0	D
Stock Option (right to buy)	01/31/2006		M	1,344	A	\$ 12	1,344	D
Common Stock	01/31/2006		S	1,344	D	\$ 36.88	0	D
Stock Option (right to buy)	02/01/2006		M	1,468	D	\$ 12	1,468	D
Stock Option (right to buy)	02/01/2006		M	32	D	\$ 13	1,500	D
Common Stock	02/01/2006		S	1,500	D	\$ 37	0	D

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 or Number of Shares
						Date Exercisable	Expiration Date	Title

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Stock Option (right to buy)	\$ 2	01/31/2006	M	3,125	07/16/2002	07/15/2012	Common Stock	9,375
Stock Option (right to buy)	\$ 2	01/31/2006	M	1,562	07/16/2002	07/15/2012	Common Stock	4,687
Stock Option (right to buy)	\$ 2	01/31/2006	M	1,016	07/08/2003	07/07/2013	Common Stock	7,110
Stock Option (right to buy)	\$ 13	02/01/2006	M	32	06/01/2004	05/31/2014	Common Stock	7,500
Stock Option (right to buy)	\$ 12	01/31/2006	M	1,344	01/31/2006	07/08/2014	Common Stock	7,500
Stock Option (right to buy)	\$ 12	02/01/2006	M	1,468	01/31/2006	07/08/2014	Common Stock	5,531
Stock Option (right to buy)	\$ 6.04	01/31/2006	M	2,828	01/31/2006	10/26/2014	Common Stock	9,703

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

02/02/2006

**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 November 29, 2005.
- (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 \$35.51 to \$37.33.
- (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 \$36.36 to \$37.45.

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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