

NETLOGIC MICROSYSTEMS INC
Form 4
June 04, 2007

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 *
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)
05/31/2007

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
Interim 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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Stock Option (right to buy) | 05/31/2007 | | M | 417 | A | \$ 6.49 | 417 | D | |
| Stock Option (right to buy) | 05/31/2007 | | M | 105 | A | \$ 10.26 | 522 | D | |
| Stock Option (right to buy) | 05/31/2007 | | M | 65 | A | \$ 12.65 | 587 | D | |

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| | | | | | | | |
|-----------------------------|------------|------------------|-----|---|----------|-----|---|
| Stock Option (right to buy) | 05/31/2007 | M | 65 | A | \$ 12.49 | 652 | D |
| Stock Option (right to buy) | 05/31/2007 | M | 63 | A | \$ 21.41 | 715 | D |
| Common Stock | 05/31/2007 | S ⁽¹⁾ | 715 | D | \$ 30.79 | 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 05/31/2007 | | M | 417 | 08/18/2005 10/19/2014 | Common Stock | 6,667 | |
| Stock Option (right to buy) | \$ 10.26 | 05/31/2007 | | M | 105 | 01/19/2006 01/18/2015 | Common Stock | 2,188 | |
| Stock Option (right to buy) | \$ 12.65 | 05/31/2007 | | M | 65 | 04/20/2006 04/19/2015 | Common Stock | 1,563 | |
| Stock Option | \$ 12.49 | 05/31/2007 | | M | 65 | 04/26/2006 04/25/2015 | Common Stock | 1,563 | |

(right to
buy)

Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|----|------------|------------|-----------------|-------|
| Option (right to buy) | \$ 21.41 | 05/31/2007 | M | 63 | 09/15/2006 | 09/14/2015 | Common Stock | 1,888 |
|-----------------------------|----------|------------|---|----|------------|------------|-----------------|-------|

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 | 06/04/2006 |
|----------------------------|------------|

| | |
|------------------------------------|------|
| **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 May 3, 2007.

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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