

Zander Marcia Jean
Form 4
February 22, 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 *
Zander Marcia Jean

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)
02/17/2006

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

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)	02/17/2006		M		423	A	\$ 1.6	423	D
Stock Option (right to buy)	02/17/2006		M		2,077	A	\$ 2	2,500	D
Common Stock	02/17/2006		S		2,500	D	\$ 35.0051 (1)	0	D

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Stock Option (right to buy)	02/21/2006	M	3,500	A	\$ 2	3,500	D
Common Stock	02/21/2006	S	3,500	D	\$ 33.1589 (2)	0	D
Stock Option (right to buy)	02/22/2006	M	3,500	A	\$ 2	3,500	D
Common Stock	02/22/2006	S	3,500	D	\$ 33.0714 (3)	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)	\$ 1.6	02/17/2006		M		423		06/15/2001	06/10/2011	Common Stock	423
Stock Option (right to buy)	\$ 2	02/17/2006		M		2,077		01/01/2002	01/22/2012	Common Stock	12,500
Stock Option (right to buy)	\$ 2	02/21/2006		M		3,500		01/01/2002	01/22/2012	Common Stock	10,423

Stock Option (right to buy)	\$ 2	02/22/2006	M	3,500	01/01/2002	01/22/2012	Common Stock	6,923
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zander Marcia Jean 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043			Vice President of Sales	

Signatures

/s/ Marcia
Zander

02/22/2006

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) 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 \$35.00 to \$35.02.
- (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 \$33.07 to \$33.26.
- (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 \$33.00 to \$33.25.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.