

WITMER DONALD B

Form 4

May 04, 2007

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 *
WITMER DONALD B

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)
05/02/2007

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former 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 Ownership (Instr. 4)
Stock Option (right to buy)	05/02/2007		M	3,463 A	\$ 21.41 3,463	D	
Common Stock	05/02/2007		S ⁽¹⁾	3,463 D	\$ 30.97 0	D	
Stock Option (right to buy)	05/02/2007		M	3,280 A	\$ 18.1 3,280	D	
	05/02/2007		S ⁽¹⁾	3,280 D	0	D	

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Common Stock					\$ 30.97			
Stock Option (right to buy)	05/02/2007		M	257	A	\$ 13	257	D
Common Stock	05/02/2007		S ⁽¹⁾	257	D	\$ 30.97	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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 21.41	05/02/2007		M	56	09/15/2005	09/14/2015	Common Stock		2,563
Stock Option (right to buy)	\$ 21.41	05/02/2007		M	3,407	09/15/2005	09/14/2015	Common Stock		6,187
Stock Option (right to buy)	\$ 18.1	05/02/2007		M	3,280	10/10/2006	10/09/2016	Common Stock		6,927
Stock Option (right to buy)	\$ 13	05/02/2007		M	257	06/01/2004	05/31/2014	Common Stock		3,438

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITMER DONALD B 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043				Former CFO

Signatures

/s/ Roland Cortes (as Atty-in-Fact for Donald Witmer) 05/04/2007

__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 plans adopted by the reporting person on November 30, 2006 and February 6, 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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