

NETLOGIC MICROSYSTEMS INC
 Form 4
 August 02, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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)
 06/29/2007

____ Director
 ____ Officer (give title below) Other (specify below)
 Former 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) | 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 | | | |
| Common Stock | 06/29/2007 | | J ⁽¹⁾ | 493 A \$ 19.091 | 493 | D | |
| Common Stock | 08/02/2007 | | S | 493 D \$ 30.85 | 0 | D | |
| Stock Option (right to buy) | 08/01/2007 | | M | 1,875 A \$ 23.4 | 1,875 | D | |
| Common Stock | 08/01/2007 | | S ⁽²⁾ | 1,875 D \$ 30.41 | 0 | D | |
| | 08/02/2007 | | M | 127 A \$ 21.41 | 127 | D | |

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| | | | | | | | | |
|-----------------------------|------------|--|------------------|-------|---|----------|-------|---|
| Stock Option (right to buy) | | | | | | | | |
| Stock Option (right to buy) | 08/02/2007 | | M | 131 | A | \$ 12.49 | 258 | D |
| Stock Option (right to buy) | 08/02/2007 | | M | 131 | A | \$ 12.65 | 389 | D |
| Stock Option (right to buy) | 08/02/2007 | | M | 208 | A | \$ 10.26 | 597 | D |
| Stock Option (right to buy) | 08/02/2007 | | M | 833 | A | \$ 6.49 | 1,430 | D |
| Common Stock | 08/02/2007 | | S ⁽²⁾ | 1,430 | D | \$ 30.74 | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to | \$ 23.4 | 08/01/2007 | | M | 784 | 08/01/2007 07/31/2016 | Common Stock | 5,155 |

| | | | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|------------|------------|-----------------|-------|--|--|
| buy) | | | | | | | | | | |
| Stock Option (right to buy) | \$ 23.4 | 08/01/2007 | M | 1,091 | 08/01/2007 | 07/31/2016 | Common Stock | 2,345 | | |
| Stock Option (right to buy) | \$ 21.41 | 08/02/2007 | M | 127 | 09/15/2006 | 09/14/2015 | Common Stock | 1,825 | | |
| Stock Option (right to buy) | \$ 12.49 | 08/02/2007 | M | 131 | 04/26/2006 | 04/25/2015 | Common Stock | 1,498 | | |
| Stock Option (right to buy) | \$ 12.65 | 08/02/2007 | M | 131 | 04/20/2006 | 04/19/2015 | Common Stock | 1,498 | | |
| Stock Option (right to buy) | \$ 10.26 | 08/02/2007 | M | 208 | 01/19/2006 | 01/18/2015 | Common Stock | 2,083 | | |
| Stock Option (right to buy) | \$ 6.49 | 08/02/2007 | M | 833 | 10/20/2005 | 10/19/2014 | Common Stock | 6,250 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| Hamamatsu Shigeyuki 1875 CHARLESTON ROAD MOUNTAIN VIEW, CA 94043 | | | | Former Interim CFO |

Signatures

/s/ Shigeyuki
Hamamatsu

08/02/2007

**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) Shares acquired through NetLogic Microsystems' 2004 Employee Stock Purchase Plan on June 29, 2007.
 - (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 3, 2007.

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