

WITMER DONALD B
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 *
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)
01/31/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Stock Option (right to buy)	01/31/2006		M	8,793 A \$ 2	8,793	D	
Common Stock	01/31/2006		S ⁽¹⁾	8,793 D \$ 37.33	0	D	
Stock Option (right to buy)	01/31/2006		M	781 A \$ 13	781	D	
	01/31/2006		S	781 D	0	D	

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Common Stock						\$ 37.33		
Stock Option (right to buy)	01/31/2006		M	781	A	\$ 12	781	D
Common Stock	01/31/2006		S	781	D	\$ 37.33	0	D
Stock Option (right to buy)	01/31/2006		M	1,645	A	\$ 6.04	1,645	D
Common Stock	01/31/2006		S	1,645	D	\$ 37.33	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 buy)	\$ 2	01/31/2006		M	1,793	01/20/2004 01/19/2014	Common Stock	28,333
Stock Option (right to buy)	\$ 2	01/31/2006		M	7,000	01/20/2014 01/19/2014	Common Stock	59,792
Stock Option (right to buy)	\$ 13	01/31/2006		M	781	06/01/2004 05/31/2014	Common Stock	5,469

buy)									
Stock									
Option (right to buy)	\$ 12	01/31/2006	M	781	12/31/2005	07/08/2014	Common Stock	5,625	
Stock									
Option (right to buy)	\$ 6.04	01/31/2006	M	1,645	12/31/2005	10/26/2014	Common Stock	10,500	

Reporting Owners

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

Signatures

/s/ Roland Cortes (as Attorney-In-Fact for Donald Witmer)	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) 2000 shares of this sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2005.

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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