

NETLOGIC MICROSYSTEMS INC  
 Form 4  
 February 02, 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)  
 01/30/2007

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Corporate Controller

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) |                | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----------------|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code  | V Amount Price |   |  |                                   |
| Common Stock                    | 01/30/2007                           |  | S <sup>(1)</sup>               | 471   | D              | \$ 23.9   | 0  | D                                 |
| Stock Option (right to buy)     | 02/01/2007                           |  | M                              | 834   | A              | \$ 6.49   | 834  | D                                 |
| Stock Option (right to buy)     | 02/01/2007                           |  | M                              | 208   | A              | \$ 10.26  | 1,042  | D                                 |
|                                 | 02/01/2007                           |  | M                              | 130   | A              | \$ 12.49  | 1,172  | D                                 |

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|                             |            |  |                  |       |   |                              |       |   |
|-----------------------------|------------|--|------------------|-------|---|------------------------------|-------|---|
| Stock Option (right to buy) |            |  |                  |       |   |                              |       |   |
| Stock Option (right to buy) | 02/01/2007 |  | M                | 128   | A | \$ 12.65                     | 1,300 | D |
| Common Stock                | 02/01/2007 |  | S <sup>(2)</sup> | 1,300 | D | \$ 23.9683<br><sup>(3)</sup> | 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.**

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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. 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  | 02/01/2007                           |  | M                              | 834   | 10/20/2005 10/19/2014                                    | Common Stock  | 8,750             |                            |
| Stock Option (right to buy)                | \$ 10.26   | 02/01/2007                           |  | M                              | 208   | 01/19/2006 01/18/2015                                    | Common Stock  | 2,708             |                            |
| Stock Option (right to buy)                | \$ 12.65   | 02/01/2007                           |  | M                              | 128   | 04/20/2006 04/19/2015                                    | Common Stock  | 1,897             |                            |
|  | \$ 12.49   | 02/01/2007                           |  | M                              | 130   | 04/26/2006 04/25/2015                                    |   | 1,888             |                            |

Stock  
Option  
(right to  
buy)

Common  
Stock

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                      |
|--|---------------|-----------|---------|----------------------|
|  | Director      | 10% Owner | Officer | Other                |
| Hamamatsu Shigeyuki<br>1875 CHARLESTON ROAD<br>MOUNTAIN VIEW, CA 94043 |               |           |         | Corporate Controller |

## Signatures

/s/ Shigeyuki  
Hamamatsu

02/02/2007

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) These shares were acquired under the NetLogic Microsystems' 2004 Employee Stock Purchase Plan on December 30, 2006. This sale is being reported one day late due to unintentional delay.
  - (2) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 17, 2006.
  - (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 \$23.90 to \$24.00.

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.