

NETLOGIC MICROSYSTEMS INC
 Form 4/A
 May 07, 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)
 05/02/2007

____ Director
 ____ Officer (give title below) Other (specify below)
 Interim CFO

MOUNTAIN VIEW, CA 94043
 (City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
 05/04/2007

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|--|
| | | | Code | V | Amount | (D) | Price | | | |
| Stock Option (right to buy) | 05/02/2007 | | M | | 833 | A | \$ 6.49 | 833 | D | |
| Stock Option (right to buy) | 05/02/2007 | | M | | 208 | A | \$ 10.26 | 1,041 | D | |
| Stock Option (right to buy) | 05/02/2007 | | M | | 130 | A | \$ 12.49 | 1,171 | D | |

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| | | | | | | | |
|-----------------------------|------------|------------------|-------|---|-----------------------------|-------|---|
| Stock Option (right to buy) | 05/02/2007 | M | 129 | A | \$ 12.65 | 1,300 | D |
| Common Stock | 05/02/2007 | S ⁽¹⁾ | 1,300 | D | \$ 30.97 | 0 | D |
| Stock Option (right to buy) | 05/03/2007 | M | 12 | A | \$ 12.65 | 12 | D |
| Stock Option (right to buy) | 05/03/2007 | M | 498 | A | \$ 21.41 | 510 | D |
| Stock Option (right to buy) | 05/03/2007 | M | 739 | A | \$ 21.41 | 1,249 | D |
| Common Stock | 05/03/2007 | S | 1,249 | D | \$ 32.4328 <u>(2)</u> | 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.

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. P... Der... Sec... (Ins... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Stock Option (right to | \$ 6.49 | 05/02/2007 | | M | 833 | 10/20/2005 | 10/19/2014 | Common Stock | 7,500 |

| | | | | | | | | | | |
|--------------------------------------|-----------------|------------|---|-----|------------|------------|-----------------|-------|--|--|
| buy) | | | | | | | | | | |
| Stock Option (right to buy) | \$ 10.26 | 05/02/2007 | M | 208 | 01/19/2006 | 01/18/2015 | Common Stock | 2,396 | | |
| Stock Option (right to buy) | \$ 12.65 (3) | 05/02/2007 | M | 129 | 04/20/2006 | 04/19/2015 | Common Stock | 1,704 | | |
| Stock Option (right to buy) | \$ 12.49 (4) | 05/02/2007 | M | 130 | 04/26/2006 | 04/25/2015 | Common Stock | 1,693 | | |
| Stock Option (right to buy) | \$ 12.65 | 05/03/2007 | M | 12 | 04/20/2006 | 04/19/2015 | Common Stock | 1,575 | | |
| Stock Option (right to buy) | \$ 21.41 | 05/03/2007 | M | 739 | 09/15/2006 | 09/14/2015 | Common Stock | 2,627 | | |
| Stock Option (right to buy) | \$ 21.41 | 05/03/2007 | M | 498 | 09/15/2006 | 09/14/2015 | Common Stock | 498 | | |

Reporting Owners

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

Signatures

/s/ Shigeyuki
Hamamatsu

05/07/2007

**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 plan adopted by the reporting person on November 17, 2006.

(2)

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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.

- (3) On May 4, 2007 the price of this option was incorrectly reported as \$12.49/share, and the number of exercised options was incorrectly reported as 130.
- (4) On May 4, 2007 the price of this option was incorrectly reported as \$12.65/share, and the number of exercised options was incorrectly reported as 129.

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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