

NETLOGIC MICROSYSTEMS INC
 Form 4
 May 04, 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 *
 Zander Marcia Jean

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)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President of Sales

1875 CHARLESTON RD.

(Street)

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

MOUNTAIN VIEW, CA 94043

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Stock Option (right to buy)	05/02/2006		M		1,126	A	\$ 2 1,152
Stock Option (right to buy)	05/02/2006		M		8,250	A	\$ 13 9,402
Stock Option (right to buy)	05/02/2006		M		6,563	A	\$ 12 15,965

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Stock Option (right to buy)	05/02/2006	M	4,687	A	\$ 6.04	20,652	D
Stock Option (right to buy)	05/02/2006	M	1,397	A	\$ 12.65	22,049	D
Stock Option (right to buy)	05/02/2006	M	790	A	\$ 12.65	22,839	D
Stock Option (right to buy)	05/02/2006	M	2,187	A	\$ 12.49	25,026	D
Common Stock	05/02/2006	<u>S</u> ⁽¹⁾	25,000	D	\$ <u>37.5297</u> ⁽²⁾	26	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	05/02/2006		M	1,126	04/22/2003 04/21/2013	Common Stock	12,500
Stock Option (right to buy)	\$ 13	05/02/2006		M	8,250	06/01/2004 05/31/2014	Common Stock	18,000

buy) Stock Option (right to buy)	\$ 12	05/02/2006	M	6,563	04/30/2006	07/08/2014	Common Stock	15,000
Stock Option (right to buy)	\$ 6.04	05/02/2006	M	4,687	04/30/2006	10/26/2014	Common Stock	7,813
Stock Option (right to buy)	\$ 12.65	05/02/2006	M	1,397	04/20/2006	04/19/2015	Common Stock	6,563
Stock Option (right to buy)	\$ 12.65	05/02/2006	M	790	04/20/2006	04/19/2015	Common Stock	790
Stock Option (right to buy)	\$ 12.49	05/02/2006	M	2,187	04/26/2006	04/25/2015	Common Stock	5,157

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zander Marcia Jean 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043			Vice President of Sales	

Signatures

/s/ Roland Cortes (as Atty-in-Fact for Marcia Zander) 05/04/2006

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2006.

(2) 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 \$36.30 to \$40.69.

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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