

O'Reilly Chris
 Form 4
 August 24, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 O'Reilly Chris

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)
 08/22/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Marketing

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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 29.49	08/22/2007	A	253					01/31/2008 ⁽¹⁾	08/21/2017	Common Stock	253
Stock Option (right to buy)	\$ 29.49	08/22/2007	A	10,030					01/31/2009 ⁽²⁾	08/21/2017	Common Stock	10,030
Stock Option (right to buy)	\$ 29.49	08/22/2007	A	14,361					01/31/2010 ⁽³⁾	08/21/2017	Common Stock	14,361
Stock Option (right to buy)	\$ 29.49	08/22/2007	A	8,687					01/31/2011 ⁽⁴⁾	08/21/2017	Common Stock	8,687

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Reilly Chris 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043			VP of Marketing	

Signatures

/s/ Chris
O'Reilly
08/24/2007

**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 grants shall vest with respect to one-twelfth of the shares subject to the option at the end of each calendar month in calendar year 2008, subject in all instances to the optionee's continuous employment or consulting status with the Company.
- (2) These grants shall vest with respect to one-twelfth of the shares subject to the option at the end of each calendar month in calendar year 2009, subject in all instances to the optionee's continuous employment or consulting status with the Company.

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- (3) These grants shall vest with respect to one-twelfth of the shares subject to the option at the end of each calendar month in calendar year 2010, subject in all instances to the optionee's continuous employment or consulting status with the Company.
- (4) These grants shall vest with respect to one-twelfth of the shares subject to the option at the end of each calendar month in calendar year 2011, subject in all instances to the optionee's continuous employment or consulting status with the Company.

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.