

NETLOGIC MICROSYSTEMS INC

Form 4

May 19, 2008

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 *
Dimitrelis Dimitrios

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)
05/15/2008

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

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)	05/15/2008		M	1,718 A \$ 13	1,718	D	
Stock Option (right to buy)	05/15/2008		M	1,021 A \$ 12	2,739	D	
Stock Option (right to buy)	05/15/2008		M	1,042 A \$ 6.04	3,781	D	

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Stock Option (right to buy)	05/15/2008	M	1,219	A	\$ 12.49	5,000	D
Common Stock	05/15/2008	S	100	D	\$ 34.42 (1)	4,900	D
Common Stock	05/15/2008	S	100	D	\$ 34.48 (1)	4,800	D
Common Stock	05/15/2008	S	300	D	\$ 34.67 (1)	4,500	D
Common Stock	05/15/2008	S	600	D	\$ 34.68 (1)	3,900	D
Common Stock	05/15/2008	S	700	D	\$ 34.75 (1)	3,200	D
Common Stock	05/15/2008	S	800	D	\$ 34.78 (1)	2,400	D
Common Stock	05/15/2008	S	100	D	\$ 34.98 (1)	2,300	D
Common Stock	05/15/2008	S	2,300	D	\$ 35 (1)	0	D
Stock Option (right to buy)	05/19/2008	M	626	A	\$ 12	626	D
Stock Option (right to buy)	05/19/2008	M	1,347	A	\$ 12.65	1,973	D
Stock Option (right to buy)	05/19/2008	M	128	A	\$ 12.49	2,101	D
Stock Option (right to buy)	05/19/2008	M	899	A	\$ 18.1	3,000	D
	05/19/2008	S	3,000	D		0	D

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Common Stock \$ 36
(1)

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

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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)	\$ 13	05/15/2008		M	1,718	06/01/2004 05/31/2014	Common Stock	2,031
Stock Option (right to buy)	\$ 12	05/15/2008		M	1,021	07/09/2005 07/08/2014	Common Stock	1,021
Stock Option (right to buy)	\$ 6.04	05/15/2008		M	1,042	10/27/2005 10/26/2014	Common Stock	2,292
Stock Option (right to buy)	\$ 12.49	05/15/2008		M	1,219	04/26/2006 04/25/2015	Common Stock	2,816
Stock Option (right to buy)	\$ 12	05/19/2008		M	626	07/09/2005 07/09/2014	Common Stock	1,095
Stock Option (right to buy)	\$ 12.65	05/19/2008		M	1,347	04/20/2006 04/19/2015	Common Stock	2,816

buy)									
Stock Option (right to buy)	\$ 12.49	05/19/2008	M	128	04/26/2006	04/25/2015	Common Stock	1,597	
Stock Option (right to buy)	\$ 18.1	05/19/2008	M	899	10/10/2006	10/09/2015	Common Stock	2,434	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dimitrelis Dimitrios 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043			Vice President of Engineering	

Signatures

/s/ Dimitrios
Dimitrelis

05/19/2008

**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 October 31, 2007.

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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