

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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 Expires: January 31, 2005
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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)
 05/02/2007

____ Director
 ____ Officer (give title below) 10% Owner
 ____ 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.

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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...	
						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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