

WITMER DONALD B
 Form 4/A
 December 05, 2005

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 *
WITMER DONALD B

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)
11/10/2005

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

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

4. If Amendment, Date Original Filed(Month/Day/Year)
11/14/2005

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)	Price		
Stock Option (right to buy)	11/10/2005		M	1,000	A \$ 2	1,000	D
Common Stock	11/10/2005		S	1,000	D \$ 23.08	0	D
Stock Option (right to buy)	11/11/2005		M	1,000	A \$ 2	1,000	D
	11/11/2005		S	1,000	D	0	D

Common Stock \$ 23.75

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)	\$ 2	11/10/2005		M	1,000	01/13/2002 01/12/2014	Common Stock	30,333 <u>(1)</u>
Stock Option (right to buy)	\$ 2	11/11/2005		M	1,000	01/13/2002 01/12/2014	Common Stock	29,333 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WITMER DONALD B 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043			Vice President and CFO	

Signatures

/s/ Donald Witmer 12/05/2005

**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) The original form 4 incorrectly and inadvertently identified the option grant from which the exercise and sale on 11/10/2005 occurred.

(2) The original form 4 incorrectly and inadvertently identified the option grant from which the exercise and sale on 11/11/2005 occurred.

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.