

NETLOGIC MICROSYSTEMS INC

Form 4

May 28, 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 *
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)
05/23/2008

____ 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)	
			Code	V	Amount	(D)	Price	
Stock Option (right to buy)	05/23/2008		M		625	A	\$ 6.04 27,728	D
Stock Option (right to buy)	05/23/2008		M		6,112	A	\$ 12 33,840	D
Stock Option (right to buy)	05/23/2008		M		3,750	A	\$ 12.49 37,590	D

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Stock Option (right to buy)	05/23/2008	M	2,000	A	\$ 12.65	35,950	D
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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)	\$ 6.04	05/23/2008		M	625	10/27/2005 10/26/2014	Common Stock	1,875
Stock Option (right to buy)	\$ 12	05/23/2008		M	6,112	07/09/2005 07/08/2014	Common Stock	6,800
Stock Option (right to buy)	\$ 12.49	05/23/2008		M	3,750	04/26/2006 04/25/2015	Common Stock	5,000
Stock Option (right to buy)	\$ 12.65	05/23/2008		M	2,000	04/20/2006 04/19/2015	Common Stock	4,963

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/ Roland B. Cortes, by power of
attorney

05/28/2008

__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).

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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