

WITMER DONALD B  
 Form 4  
 May 04, 2007

**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)  
**05/02/2007**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
**Former CFO**

**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) | (A) or (D) | 5. Amount or Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Stock Option (right to buy)     | 05/02/2007                           |  | M                              | 3,463   | A          | \$ 21.41           | 3,463   | D  |                                   |
| Common Stock                    | 05/02/2007                           |  | S <sup>(1)</sup>               | 3,463   | D          | \$ 30.97           | 0   | D  |                                   |
| Stock Option (right to buy)     | 05/02/2007                           |  | M                              | 3,280   | A          | \$ 18.1            | 3,280   | D  |                                   |
|                                 | 05/02/2007                           |  | S <sup>(1)</sup>               | 3,280   | D          |                    | 0   | D  |                                   |

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|                             |            |  |                  |     |       |          |     |   |
|-----------------------------|------------|--|------------------|-----|-------|----------|-----|---|
| Common Stock                |            |  |                  |     | \$    |          |     |   |
|                             |            |  |                  |     | 30.97 |          |     |   |
| Stock Option (right to buy) | 05/02/2007 |  | M                | 257 | A     | \$ 13    | 257 | D |
| Common Stock                | 05/02/2007 |  | S <sup>(1)</sup> | 257 | D     | \$ 30.97 | 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. Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 21.41   | 05/02/2007                           |  | M                              | 56  | 09/15/2005 09/14/2015                                    | Common Stock  | 2,563                         |                            |
| Stock Option (right to buy)                | \$ 21.41   | 05/02/2007                           |  | M                              | 3,407   | 09/15/2005 09/14/2015                                    | Common Stock  | 6,187                         |                            |
| Stock Option (right to buy)                | \$ 18.1  | 05/02/2007                           |  | M                              | 3,280   | 10/10/2006 10/09/2016                                    | Common Stock  | 6,927                         |                            |
| Stock Option (right to buy)                | \$ 13  | 05/02/2007                           |  | M                              | 257   | 06/01/2004 05/31/2014                                    | Common Stock  | 3,438                         |                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |            |
|---|---------------|-----------|---------|------------|
|   | Director      | 10% Owner | Officer | Other      |
| WITMER DONALD B<br>1875 CHARLESTON RD.<br>MOUNTAIN VIEW, CA 94043 |               |           |         | Former CFO |

## Signatures

/s/ Roland Cortes (as Atty-in-Fact for Donald Witmer) 05/04/2007

\_\_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 plans adopted by the reporting person on November 30, 2006 and February 6, 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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