WITMER DONALD B

Form 4

February 02, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

1(b).

(Print or Type Responses)

01/31/2006

WITMER DONALD B Symbol NETL			Symbol	ETLOGIC MICROSYSTEMS INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of (Month/E) 01/31/2	-	ansaction			DirectorX Officer (giv below) Vice F		Owner er (specify	
(Street) 4. If Amer				endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution	emed on Date, if 'Day/Year)	3. Transaction Code (Instr. 8)	(Instr. 3,	(A)	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Stock Option (right to buy)	01/31/2006			M	8,793	A	\$ 2	8,793	D		
Common Stock	01/31/2006			S <u>(1)</u>	8,793	D	\$ 37.33	0	D		
Stock Option (right to buy)	01/31/2006			M	781	A	\$ 13	781	D		

S

781

D

0

D

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Common Stock					\$ 37.33		
Stock Option (right to buy)	01/31/2006	M	781		\$ 12	781	D
Common Stock	01/31/2006	S	781	D	\$ 37.33	0	D
Stock Option (right to buy)	01/31/2006	M	1,645	A	\$ 6.04	1,645	D
Common Stock	01/31/2006	S	1,645	D	\$ 37.33	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2	01/31/2006		M		1,793	01/20/2004	01/19/2014	Common Stock	28,333
Stock Option (right to buy)	\$ 2	01/31/2006		M		7,000	01/20/2014	01/19/2014	Common Stock	59,792
Stock Option (right to	\$ 13	01/31/2006		M		781	06/01/2004	05/31/2014	Common Stock	5,469

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buy)								
Stock Option (right to buy)	\$ 12	01/31/2006	M	781	12/31/2005	07/08/2014	Common Stock	5,625
Stock Option (right to	\$ 6.04	01/31/2006	M	1,645	12/31/2005	10/26/2014	Common Stock	10,500

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/ Roland Cortes (as Attorny-In-Fact for Donald Witmer)

02/02/2006

**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) 2000 shares of this sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 30, 2005.

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.

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