

NETLOGIC MICROSYSTEMS INC

Form 4

May 16, 2008

FORM 4

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

OMB APPROVAL

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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 *
GODINHO NORMAN

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)
05/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|------------------|----------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/14/2008 | | S | | 5,000 | D | \$ 35 | 2,797,867 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | | S | | 3,500 | D | \$ 35.02 | 2,794,367 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | | S | | 1,500 | D | \$ 35.07 | 2,792,867 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | | S | | 9,100 | D | \$ 35.1 | 2,783,767 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | | S | | 15,000 | D | \$ 35.15 | 2,768,767 | I ⁽¹⁾ | See footnote 1 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|-----------|------------------|----------------|
| Common Stock | 05/14/2008 | S | 10,000 | D | \$ 35.1532 | 2,758,767 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | S | 700 | D | \$ 35.2 | 2,758,067 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | S | 5,000 | D | \$ 35.25 | 2,753,067 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | S | 200 | D | \$ 35.27 | 2,752,867 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/14/2008 | S | 1,700 | D | \$ 35.5 | 2,751,167 | I ⁽¹⁾ | See footnote 1 |
| Common Stock | 05/15/2008 | S | 25,000 | D | \$ 35 | 77,500 | I ⁽²⁾ | See footnote 2 |

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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GODINHO NORMAN 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043 | X | X | | |
| | | X | | |

Godinho Family Revocable Living Trust, DTD 4/21/95
1875 CHARLESTON RD.
MOUNTAIN VIEW, CA 94043

Signatures

/s/ Roland B. Cortes, by power of
attorney

05/16/2008

__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).

(1) Norman Godinho disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. These shares are directly held by the The Godinho Family Revocable Living Trust dated April 21, 1995. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

(2) Norman Godinho disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. These shares are directly held by the The Godinho Children's Trust dated November 7, 1983. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

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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