

NETLOGIC MICROSYSTEMS INC

Form 4/A

November 07, 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 *
Cortes Roland Benjamin

(Last) (First) (Middle)

1875 CHARLESTON RD.

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETLOGIC MICROSYSTEMS INC
[NETL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
08/12/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP, General Counsel

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 (A) or (D) Price | | |
| Stock Option (right to buy) | 08/11/2008 | | M | | 398 A \$ 19.83 | 7,875 (2) | D |
| Stock Option (right to buy) | 08/11/2008 | | M | | 336 A \$ 21.41 | 8,211 | D |
| Stock Option (right to buy) | 08/11/2008 | | M | | 989 A \$ 21.41 | 9,200 | D |

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| | | | | | | | |
|-----------------------------|------------|------------------|-------|---|---------|--------|---|
| Stock Option (right to buy) | 08/11/2008 | M | 3,041 | A | \$ 23.4 | 12,241 | D |
| Common Stock | 08/11/2008 | S ⁽¹⁾ | 7,500 | D | \$ 35 | 4,741 | 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.

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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) | \$ 19.83 | 08/11/2008 | | M | 398 | 10/31/2007 10/30/2006 | Common Stock | 3,984 |
| Stock Option (right to buy) | \$ 21.41 | 08/11/2008 | | M | 336 | 09/15/2006 09/14/2015 | Common Stock | 1,904 |
| Stock Option (right to buy) | \$ 21.41 | 08/11/2008 | | M | 989 | 09/15/2006 09/14/2015 | Common Stock | 989 |
| Stock Option (right to buy) | \$ 23.4 | 08/11/2008 | | M | 3,041 | 08/01/2007 07/30/2016 | Common Stock | 6,375 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Cortes Roland Benjamin 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043 | | | VP, General Counsel | |

Signatures

/s/ Roland
Cortes

11/07/2008

__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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 28, 2007.
- (2) The original filing on August 12, 2008 started with an incorrect balance of 1,276 shares instead of the correct balance of 4,741 shares.

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.