

Tate Michael Truett
Form 4/A
February 14, 2011

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tate Michael Truett

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)
3975 FREEDOM CIRCLE, 9TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP and CFO

(Street)
SANTA CLARA, CA 95054

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/09/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/07/2011		A	(1) 16,000	\$ 0	119,993	D
Common Stock	02/08/2011		M	27,500	\$ 16.955 (4)	147,493	D
Common Stock	02/08/2011		S	(2) 27,500	\$ (3) 38.9483	119,993	D

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

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(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 16.955	02/08/2011		M		27,500		07/18/2008	07/17/2017	Common Stock	187,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tate Michael Truett 3975 FREEDOM CIRCLE 9TH FLOOR SANTA CLARA, CA 95054			VP and CFO	

Signatures

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

02/14/2011

__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).

- Restricted Stock Unit (RSU) award granted on February 7, 2011. Each RSU represents a contingent right to receive one share of the company's common stock once vested. The entire award vests on May 15, 2014, subject in all instances to the reporting person's continuous employment or consulting status with the company.
- (1) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 26, 2010.
 - (2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date; the actual sale prices per share range from \$39.40 to \$38.24. The number of shares sold at each separate price will be provided upon request by the Securities and Exchange Commission, NetLogic Microsystems, or a security holder of NetLogic Microsystems.
 - (3) The original Form 4 filing on February 9, 2011 incorrectly reported the exercise price as \$19.655 per share; the actual price was \$16.955 per share as was accurately reported in Table II.

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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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