

GODINHO NORMAN
Form 4/A
September 21, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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)
09/12/2005

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)
02/17/2005

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/17/2005		G ⁽¹⁾	1,000 D	\$ 0 2,889,537	I ⁽²⁾	The Godinho Family Revocable Living Trust dated April 21, 1995, Norman Godinho, Trustee
	07/07/2005		G ⁽¹⁾	1,800 D	\$ 0 2,887,737	I ⁽²⁾	

Common Stock									The Godinho Family Revocable Living Trust dated April 21, 1995, Norman Godinho, Trustee	
Common Stock	09/12/2005		S ⁽³⁾	10,000	D	\$ 21.423	2,877,737	⁽⁵⁾	I ⁽²⁾	The Godinho Family Revocable Living Trust dated April 21, 1995, Norman Godinho, Trustee
Common Stock	09/12/2005		S ⁽³⁾	10,000	D	\$ 21.423	152,500		I ⁽⁴⁾	The Godinho Children's Trust, DTD November 7, 1983

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

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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 Reported Transaction (Instr. 6)					
						Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or	

Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODINHO NORMAN 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043	X	X		
Godinho Family Revocable Living Trust, DTD 4/21/95 1875 CHARLESTON RD. MOUNTAIN VIEW, CA 94043		X		

Signatures

/s/ Roland Cortes (As Attorney-In-Fact for Norman Godinho)

09/21/2005

**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 gift was not previously required to be reported on the form 4 filing of September 14, 2005; however, it has been added to this amended filing for clarity.

- (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 Family Revocable Living Trust dated April 21, 1995. The inclusion of these shares on this report by Mr. Godinho shall not be deemed an admission by Mr. Godinho 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.

- (3) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 25, 2005.

- (4) 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 DTD November 7, 1983. The inclusion of these shares on this report by Mr. Godinho shall not be deemed an admission by Mr. Godinho 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.

- (5) This number has been corrected from the number reported in the form 4 filing of September 14, 2005.

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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