

CIRRUS LOGIC INC
Form 4
May 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
GRAY GERALD R

(Last) (First) (Middle)
2901 VIA FORTUNA
(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIRRUS LOGIC INC [CRUS]

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior Vice President,

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 | 05/02/2006 | | M | | 6,000 (1) A \$ 3.87 6,416 | D | |
| Common Stock | 05/02/2006 | | S | | 6,000 (1) D \$ 10 416 | D | |
| Common Stock | 05/02/2006 | | M | | 631 (1) A \$ 3.87 1,047 | D | |
| Common Stock | 05/02/2006 | | S | | 631 (1) D \$ 10 416 | D | |
| Common Stock | 05/03/2006 | | M | | 22,369 (1) A \$ 3.87 22,785 | D | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|------------|-----|---|----------------------|
| Common Stock | 05/03/2006 | S | 22,369 <u>(1)</u> | D | \$ 10.0008 | 416 | D | |
| Common Stock | | | | | | 50 | I | by Spouse <u>(2)</u> |

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

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 2.6 | 05/02/2006 | | M | 6,000 | 08/07/2003 ⁽³⁾ 02/26/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 3.87 | 05/02/2006 | | M | 631 | 08/07/2003 ⁽³⁾ 08/07/2012 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 3.87 | 05/03/2006 | | M | 22,369 | 08/07/2003 ⁽³⁾ 08/07/2012 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| GRAY GERALD R 2901 VIA FORTUNA AUSTIN, TX 78746 | Senior Vice President, |

Signatures

| | |
|---------------------------------|------------|
| Gerald R. Gray | 05/04/2006 |
| **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) This reported Sale is made pursuant to a Rule 10b5-1 plan dated 1/30/06
- (2) Shares held in name of Reporting Person's spouse and treated as community property.
- (3) The vest schedule for these options is 25% on the vest date and the remaining 75% vesting monthly over 36 months.

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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