INPHI Corp Form 4 September 17, 2013

# FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BANATAO DIOSDADO P	2. Issuer Name <b>and</b> Ticker or Trading Symbol INPHI Corp [IPHI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) (First) (Middle)  C/O TALLWOOD VENTURE  CAPITAL, 3000 SAND HILL	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2013	_X_ Director 10% Owned Officer (give title Other (special below)			
ROAD, BLDG 3, SUITE 240					
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li>_ Form filed by More than One Reporting Person</li> </ul>			
MENLO PARK, CA 94025					

(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	ransaction Disposed of (D) Code (Instr. 3, 4 and 5) Instr. 8)  (A) or		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)	
Common Stock	09/13/2013		S(1)	26,653	D	\$ 12.6182 (2)	24,259	I	By Tallwood Partners, LLC (3)
Common Stock							7,575	D	
Common Stock							608,854	I	By Tallwood I, L.P. (3)
Common Stock							25,909	I	By Tallwood Management Co., LLC (3)

By Banatao Common Living Trust 70,599 I Stock DTD 7/21/99 (3)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BANATAO DIOSDADO P C/O TALLWOOD VENTURE CAPITAL 3000 SAND HILL ROAD, BLDG 3, SUITE 240 MENLO PARK, CA 94025

X

### **Signatures**

/s/ Diosdado P. 09/17/2013 Banatao

\*\*Signature of Reporting 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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.

Reporting Owners 2

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- Represents the sales price for a number of sale transactions effected at prices ranging from \$12.45 to \$12.70. The Reporting Person has (2) provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.
  - The Reporting Person is the managing member of Tallwood Management Co. LLC, which is the general partner of Tallwood I, L.P. The Banatao Living Trust DTD 7/21/99 directly or indirectly holds 100% of the membership interests in Tallwood Management Co. LLC and Tallwood Partners LLC. The Banatain Partners LLC The Banatain Partners
- Tallwood Partners, LLC. The Reporting Person, as a trustee of the Banatao Living Trust, hold shared voting and dispositive power over the securities held by these funds. The Reporting Person, as trustee of the Banatao Living Trust DTD 7/21/99, holds shared voting and dispositive power of the securities held by these trusts. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.

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.