

THOMAS SCOTT
Form 4
February 14, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
THOMAS SCOTT

(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)
02/13/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP General Counsel & Corp

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/13/2006		M ⁽¹⁾	2,687 A \$ 3.4	3,754 ⁽²⁾	D	
Common Stock	02/13/2006		S ⁽¹⁾	2,687 D \$ 8.14	1,067 ⁽²⁾	D	
Common Stock	02/13/2006		M ⁽¹⁾	7,306 A \$ 3.4	8,373 ⁽²⁾	D	
Common Stock	02/13/2006		S ⁽¹⁾	7,306 D \$ 8.14	1,067 ⁽²⁾	D	

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 3.4	02/13/2006		M ⁽¹⁾	2,687	12/23/2003 ⁽³⁾ 06/23/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 3.4	02/13/2006		M ⁽¹⁾	7,306	12/23/2003 ⁽³⁾ 06/23/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THOMAS SCOTT 2901 VIA FORTUNA AUSTIN, TX 78746			VP General Counsel & Corp	

Signatures

Gregory Scott
Thomas 02/14/2006

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 1/30/2006.
- (2) Amount of securities reported in Column 5 includes 568 shares acquired under the Issuer's 1989 Employee Stock Purchase Plan on 6/24/05 and 590 shares acquired under the issuer's 1989 Employee Stock Purchase Plan on 12/23/05.

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Only vested shares can be exercised under this option. The vesting schedule is: 20% of the shares granted are vested and exercisable on

- (3) December 23, 2003; 20% of the shares granted are vested and exercisable on June 23, 2004; and the remaining 60% of the shares granted vest monthly for the next 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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