

GRAY GERALD R
Form 4
December 05, 2008

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2008

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

AUSTIN, TX 78746

(City) (State) (Zip)

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

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 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)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3 & 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Incentive Stock Option (right to buy)	\$ 2.6	12/02/2008	J	14,585		02/26/2004 ⁽¹⁾	02/26/2013	Comm Stock
Incentive Stock Option (right to buy)	\$ 2.6	12/02/2008	J		14,585	02/26/2004 ⁽¹⁾	02/26/2013	Comm Stock
Incentive Stock Option (right to buy)	\$ 3.87	12/02/2008	J		5,904	08/07/2003 ⁽¹⁾	08/07/2012	Comm Stock
Incentive Stock Option (right to buy)	\$ 3.87	12/02/2008	J	5,904		08/07/2003 ⁽¹⁾	08/07/2012	Comm Stock
Incentive Stock Option (right to buy)	\$ 4.58	12/02/2008	J		16,876	03/02/2006 ⁽¹⁾	03/02/2015	Comm Stock
Incentive Stock Option (right to buy)	\$ 4.58	12/02/2008	J	16,876		03/02/2006 ⁽¹⁾	03/02/2015	Comm Stock
Incentive Stock Option (right to buy)	\$ 6.51	12/02/2008	J		45,501	10/03/2008 ⁽¹⁾	10/03/2017	Comm Stock
Incentive Stock Option (right to buy)	\$ 6.51	12/02/2008	J	45,501		10/03/2008 ⁽¹⁾	10/03/2017	Comm Stock
Incentive Stock Option (right to buy)	\$ 6.97	12/02/2008	J		11,351	10/24/2004 ⁽¹⁾	10/24/2013	Comm Stock
Incentive Stock Option (right to buy)	\$ 6.97	12/02/2008	J	11,351		10/24/2004 ⁽¹⁾	10/24/2013	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 2.6	12/02/2008	J		7,415	02/26/2004 ⁽¹⁾	02/26/2013	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 2.6	12/02/2008	J	7,415		02/26/2004 ⁽¹⁾	02/26/2013	Comm Stock
Non-Qualified Stock Option	\$ 3.87	12/02/2008	J		96	08/07/2003 ⁽¹⁾	08/07/2012	Comm Stock

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(right to buy)								
Non-Qualified Stock Option (right to buy)	\$ 3.87	12/02/2008	J	96	08/07/2003 ⁽¹⁾	08/07/2012	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 4.58	12/02/2008	J	13,124	03/02/2006 ⁽¹⁾	03/02/2015	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 4.58	12/02/2008	J	13,124	03/02/2006 ⁽¹⁾	03/02/2015	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 6.51	12/02/2008	J	4,499	10/03/2008 ⁽¹⁾	10/03/2017	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 6.51	12/02/2008	J	4,499	10/03/2008 ⁽¹⁾	10/03/2017	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 6.97	12/02/2008	J	28,649	10/24/2004 ⁽¹⁾	10/24/2013	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 6.97	12/02/2008	J	28,649	10/24/2004 ⁽¹⁾	10/24/2013	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 7.125	12/02/2008	J	5,500	06/03/2002 ⁽¹⁾	06/03/2009	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 7.125	12/02/2008	J	5,500	06/03/2000	06/03/2009	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 8.06	12/02/2008	J	30,000	03/01/2007 ⁽¹⁾	03/01/2016	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 8.06	12/02/2008	J	30,000	08/06/2008 ⁽¹⁾	03/01/2016	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 14.33	12/02/2008	J	38,332	02/21/2003	02/21/2012	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 14.33	12/02/2008	J	38,332	02/21/2003	02/21/2012	Comm	Stock
Non-Qualified Stock Option (right to buy)	\$ 14.33	12/02/2008	J	1,668	02/21/2003 ⁽¹⁾	02/21/2012	Comm	Stock

Non-Qualified Stock Option (right to buy)	\$ 14.33	12/02/2008	J	1,668	02/21/2003 ⁽¹⁾	02/21/2012	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 15.3	12/02/2008	J	5,000	08/15/2002 ⁽¹⁾	08/15/2011	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 15.3	12/02/2008	J	5,000	08/15/2002 ⁽¹⁾	08/15/2011	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAY GERALD R 2901 VIA FORTUNA AUSTIN, TX 78746			Sr VP Operations	

Signatures

By: G. Scott Thomas Atty in Fact For: Gerald R. Gray
 Date: 12/05/2008
**Signature of Reporting Person

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).

The reported transactions involve amendment of outstanding options by extension of the exercise period for two years after the Reporting Person's 12/12/2008 resignation date, provided, however, that in no event shall any option be exercisable after the options original expiration date. Incentive stock options will convert to non-qualified stock options. All other provisions of the options remain unchanged.

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.