

Carlson Randolph K
Form 4
February 02, 2011

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carlson Randolph K

(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)
01/31/2011

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, Supply Chain

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	01/31/2011		M	625	A \$ 6.63	625	D
Common Stock	01/31/2011		S ⁽¹⁾	625	D \$ 21.2009	0	D
Common Stock	01/31/2011		M	2,500	A \$ 5.55	2,500	D
Common Stock	01/31/2011		S ⁽¹⁾	2,500	D \$ 21.2009	0	D
Common Stock	01/31/2011		M	1,354	A \$ 5.53	1,354	D

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Common Stock 01/31/2011 S⁽¹⁾ 1,354 D \$ 21.2009 0 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 of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.53	01/31/2011		M	1,354	⁽²⁾ 12/02/2019	Common Stock	1,354
Incentive Stock Option (right to buy)	\$ 5.55	01/31/2011		M	2,500	⁽³⁾ 10/07/2019	Common Stock	2,500
Incentive Stock Option (right to buy)	\$ 6.63	01/31/2011		M	625	⁽⁴⁾ 06/04/2018	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships
Carlson Randolph K 2901 VIA FORTUNA AUSTIN, TX 78746	Director 10% Owner Officer Other VP, Supply Chain

Signatures

Randolph K.
Carlson

02/02/2011

 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.19 to \$21.23. The reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to any security holder of Cirrus Logic, Inc. or the staff of the Securities and Exchange Commission, upon request.

(2) This incentive employee stock option grant was granted to the reporting person on 12/2/2009 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 12/2/2010. The remaining 75% of the shares began vesting in 36 equal monthly installments on 1/2/2011. The option will be fully vested and exercisable on 12/2/2013.

(3) This incentive employee stock option grant was granted to the reporting person on 10/7/2009 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 10/7/2010. The remaining 75% of the shares began vesting in 36 equal monthly installments on 11/7/2010. The option will be fully vested and exercisable on 10/7/2013.

(4) This incentive employee stock option grant was granted to the reporting person on 6/4/2008 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 6/4/2009. The remaining 75% of the shares began vesting in 36 equal monthly installments on 7/4/2009. The option will be fully vested and exercisable on 6/4/2012.

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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