GRAY GERALD R

Form 4

December 05, 2008

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Estimated average burden hours per

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GRAY GERALD R

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CIRRUS LOGIC INC [CRUS]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner

2901 VIA FORTUNA

(Month/Day/Year) 12/02/2008

X_ Officer (give title Other (specify

below)

below) Sr VP Operations

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

AUSTIN, TX 78746

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Security or Exercise Code Securities Acquired (Month/Day/Year) any

7. Title a

Underlyi

(Instr. 3

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
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
Non-Qualified Stock Option (right to buy)	\$ 4.58	12/02/2008	:	J	13,124		03/02/2006(1)	03/02/2015	Comm
Non-Qualified Stock Option (right to buy)	\$ 6.51	12/02/2008	:	J		4,499	10/03/2008(1)	10/03/2017	Comm
Non-Qualified Stock Option (right to buy)	\$ 6.51	12/02/2008	:	J	4,499		10/03/2008(1)	10/03/2017	Comm
Non-Qualified Stock Option (right to buy)	\$ 6.97	12/02/2008	:	J		28,649	10/24/2004(1)	10/24/2013	Comm
Non-Qualified Stock Option (right to buy)	\$ 6.97	12/02/2008	:	J	28,649		10/24/2004(1)	10/24/2013	Comm
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
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
Non-Qualified Stock Option (right to buy)	\$ 14.33	12/02/2008		J		1,668	02/21/2003(1)	02/21/2012	Comm Stock

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Non-Qualified Stock Option (right to buy)	\$ 14.33	12/02/2008	J	1,668		02/21/2003(1)	02/21/2012	Comm
Non-Qualified Stock Option (right to buy)	\$ 15.3	12/02/2008	J		5,000	08/15/2002(1)	08/15/2011	Comm
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							
·F. · · · · · · · · · · · · · · · · · ·	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
12/05/2008

**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).
- The reported transactions involve amendment of outstanding options by extension of the exercise period for two years after the Reporting (1) 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.

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