

Super Micro Computer, Inc.
 Form 4
 November 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 *
 Liaw Shiow-Meei S

(Last) (First) (Middle)
 1878 CHARNWOOD CT.
 (Street)

SAN JOSE, CA 95132

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Super Micro Computer, Inc. [SMCI]

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Spouse of reporting person

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 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 | 11/03/2008 | | M | 8,422 A | \$ 0.075 8,422 | D | |
| Common Stock | 11/03/2008 | | S | 8,422 D | \$ 6.1671 0 | D | |
| Common Stock | | | | | 150,000 | I | By Spouse |
| Common Stock | | | | | 600,000 | I | By Spouse as Trustee for YSL Grantor Retained |

| | | | |
|--------------|-----------|---|--|
| Common Stock | 1,760,000 | I | Trust By Liaw Family Trust ⁽¹⁾ |
| Common Stock | 600,000 | I | By SML Grantor Retained Trust ⁽¹⁾ |

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

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(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. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Stock Option (right to buy) | \$ 0.075 | 11/03/2008 | | M | 8,422 | ⁽²⁾ | 12/09/2008 | Common Stock | 8,422 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| Liaw Shiow-Meei S 1878 CHARNWOOD CT. SAN JOSE, CA 95132 | | | | Spouse of reporting person |
| Liaw Yih-Shyan Wally 1878 CHARNWOOD CT. SAN JOSE, CA 95132 | X | X | Secretary & V P of Intl Sales | |

Signatures

/s/ Winnie Tsai, as
Attorney-in-Fact

11/05/2008

__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).
- (1) These shares are held in a trust for the benefit of the reporting person's children. The reporting person and her spouse, Yih-Shyan Wally Liaw, are the trustees of the trust.
- (2) The stock option is fully vested.

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.