#### **GSI TECHNOLOGY INC**

Form 4 June 07, 2013

## FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shu Lee-Lean	2. Issuer Name <b>and</b> Ticker or Trading Symbol GSI TECHNOLOGY INC [GSIT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction			
GSI TECHNOLOGY, INC., 1213 ELKO DRIVE	(Month/Day/Year) 06/06/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President, CEO and Chairman		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
SUNNYVALE, CA 94089	Filed(Month/Day/Year)			

(City)	(State)	(Zip) 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 saction(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	06/06/2013		M	14,256	A	\$ 2.1	1,728,548	D			
Common Stock	06/06/2013		S	14,256 (1)	D	\$ 5.65	1,714,292	D			
Common Stock	06/06/2013		M	14,256	A	\$ 2.1	1,728,548	D			
Common Stock	06/06/2013		S	14,256 (1)	D	\$ 5.65	1,714,292	D			
Common Stock	06/06/2013		M	36,739	A	\$ 2.1	1,751,031	D			

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Common Stock	06/06/2013	S	36,739 (1)	D	\$ 5.65	1,714,292	D	
Common Stock						100,000	I	By Spouse
Common Stock						400,000	I	By GoodFortune GSI Inc. (2)
Common Stock						6,800	I	By Child
Common Stock						6,800	I	By Child

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 2.1	06/06/2013		M		14,256	(3)	07/15/2013	Common Stock	14,256
Stock Option (right to buy)	\$ 2.1	06/06/2013		M		14,256	(3)	07/15/2013	Common Stock	14,256
Stock Option (right to buy)	\$ 2.1	06/06/2013		M		36,739	(3)	07/15/2013	Common Stock	36,739

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shu Lee-Lean

GSI TECHNOLOGY, INC.
1213 ELKO DRIVE

X President, CEO and Chairman

SUNNYVALE, CA 94089

## **Signatures**

/s/ Douglas Schirle, as Attorney-in-Fact

06/07/2013

\*\*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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2013.
- Mr. Shu, along with his spouse, transferred these shares to his mother- and father-in-law who then transferred them to GoodFortune GSI Inc. Mr. Shu disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.
- (3) Stock option was granted to reporting person on July 15, 2003 and 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.

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