GRAY GERALD R

Form 4

December 05, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Section 16. Form 4 or Form 5 obligations may continue.

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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).

(Last)

(Print or Type Responses)

See Instruction

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

(First)

(Middle)

Symbol

5. Relationship of Reporting Person(s) to Issuer

CIRRUS LOGIC INC [CRUS]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

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

Director 10% Owner Other (specify

(Check all applicable)

Sr VP Operations

X_ Officer (give title below) below)

(Street) 4. If Amendment, Date Original

Execution Date, if

(Month/Day/Year)

Filed(Month/Day/Year)

Code

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

AUSTIN, TX 78746

Security

(Instr. 3)

2901 VIA FORTUNA

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

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

5. Amount of Securities Beneficially (I) Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Dis (D) (Instr. 3, 4				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 15.3	12/02/2008		J		25,000	08/15/2002(1)	08/15/2011	Comm
Non-Qualified Stock Option (right to buy)	\$ 15.3	12/02/2008		J	25,000		08/15/2002(1)	08/15/2011	Comm
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008		J	16,033		07/12/2001(1)	07/12/2010	Comm
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008		J		65,967	07/12/2001(1)	07/12/2010	Comm
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008		J	65,967		07/12/2001(1)	07/12/2010	Comm
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008		J		16,033	07/12/2001(1)	07/12/2010	Comm
Non-Qualified Stock Option (right to buy)	\$ 32.5625	12/02/2008		J		25,000	10/03/2001(1)	10/03/2010	Comm
Non-Qualified Stock Option (right to buy)	\$ 32.5625	12/02/2008		J	25,000		10/03/2001(1)	10/03/2010	Comm

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							

Signatures

By: G. Scott Thomas Atty in Fact For: Gerald R. Gray 12/05/2008

**Signature of Reporting Person Date

Reporting Owners 2

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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.