

GAY THOMAS E III
Form 4
June 22, 2005

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 *
GAY THOMAS E III

2. Issuer Name and Ticker or Trading Symbol
CATALYST SEMICONDUCTOR INC [CATS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CFO, VP Finance & Admin

(Last) (First) (Middle)
C/O CATALYST SEMICONDUCTORS, 1250 BORREGAS AVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2005

SUNNYVALE, CA 94089
(City) (State) (Zip)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/20/2005	06/20/2005	M		13,100	A	\$ 0.125	63,100	D	
Common Stock	06/20/2005	06/20/2005	S		13,100	D	\$ 4.75	50,000	D	
Common Stock	06/21/2005	06/21/2005	M		11,600	A	\$ 0.125	61,600	D	
Common Stock	06/21/2005	06/21/2005	S		6,250	D	\$ 4.76	55,350	D	
	06/21/2005	06/21/2005	S		1,050	D	\$ 4.77	54,300	D	

Common
Stock

Common Stock	06/21/2005	06/21/2005	S	800	D	\$ 4.78	53,500	D
Common Stock	06/21/2005	06/21/2005	S	400	D	\$ 4.7	53,100	D
Common Stock	06/21/2005	06/21/2005	S	3,000	D	\$ 4.72	50,100	D

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 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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy (Common Stock)	\$ 0.125	06/20/2005	06/20/2005	M	13,100	12/08/1998	12/08/2008	Common Stock	13,100
Right to buy (Common Stock)	\$ 0.125	06/21/2005	06/21/2005	M	11,600	12/08/1998	12/08/2008	Common Stock	11,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAY THOMAS E III C/O CATALYST SEMICONDUCTORS 1250 BORREGAS AVE SUNNYVALE, CA 94089			CFO, VP Finance & Admin	

Signatures

Thomas E. Gay
III

06/22/2005

__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).

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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