

GAY THOMAS E III

Form 4

June 29, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
2005Estimated average
burden hours per
response... 0.5Check 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 III2. Issuer Name and Ticker or Trading
Symbol
CATALYST SEMICONDUCTOR
INC [CATS]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2005☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CFO, VP Finance & AdminC/O CATALYST
SEMICONDUCTORS, 1250
BORREGAS AVE

(Street)

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

SUNNYVALE, CA 94089

(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 (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	06/27/2005	06/27/2005	M		20,550	A	\$ 0.125	70,650	D	
Common Stock	06/27/2005	06/27/2005	S		4,800	D	\$ 4.49	65,850	D	
Common Stock	06/27/2005	06/27/2005	S		10	D	\$ 4.48	65,840	D	
Common Stock	06/27/2005	06/27/2005	S		5,740	D	\$ 4.47	60,100	D	
	06/27/2005	06/27/2005	S		10,000	D	\$ 4.37	50,100	D	

Edgar Filing: GAY THOMAS E III - Form 4

Common Stock								
Common Stock	06/28/2005	06/28/2005	M	6,763	A	\$ 0.125	56,863	D
Common Stock	06/28/2005	06/28/2005	S	463	D	\$ 4.61	56,400	D
Common Stock	06/28/2005	06/28/2005	S	2,550	D	\$ 4.5	53,850	D
Common Stock	06/28/2005	06/28/2005	S	1,650	D	\$ 4.46	52,200	D
Common Stock	06/28/2005	06/28/2005	S	700	D	\$ 4.6	51,500	D
Common Stock	06/28/2005	06/28/2005	S	200	D	\$ 4.53	51,300	D
Common Stock	06/28/2005	06/28/2005	S	500	D	\$ 4.55	50,800	D
Common Stock	06/28/2005	06/28/2005	S	700	D	\$ 4.52	50,100	D
Common Stock	06/29/2005	06/29/2005	M	5,500	A	\$ 0.125	55,600	D
Common Stock	06/29/2005	06/29/2005	S	1,000	D	\$ 4.5	54,600	D
Common Stock	06/29/2005	06/29/2005	S	1,750	D	\$ 4.44	52,850	D
Common Stock	06/29/2005	06/29/2005	S	2,750	D	\$ 4.49	50,100	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 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)
				Code V	(A) (D)		Title

Edgar Filing: GAY THOMAS E III - Form 4

						Date Exercisable	Expiration Date		Amount or Number of Shares
Right to buy (Common Stock)	\$ 0.125	06/27/2005	06/27/2005	M	20,550	12/08/1998	12/08/2008	Common Stock	20,550
Right to buy (Common Stock)	\$ 0.125	06/28/2005	06/28/2005	M	6,763	12/08/1998	12/08/2008	Common Stock	6,763
Right to Buy (Common Stock)	\$ 0.125	06/29/2005	06/29/2005	M	5,500	12/08/1998	12/08/2008	Common Stock	5,500

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
06/29/2005

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.

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.