

GRAY GERALD R
Form 4
December 05, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
GRAY GERALD R

2. Issuer Name and Ticker or Trading Symbol
CIRRUS LOGIC INC [CRUS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2901 VIA FORTUNA

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP Operations

AUSTIN, TX 78746

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3 & 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Non-Qualified Stock Option (right to buy)	\$ 15.3	12/02/2008	J		25,000	08/15/2002 ⁽¹⁾	08/15/2011	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 15.3	12/02/2008	J	25,000		08/15/2002 ⁽¹⁾	08/15/2011	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008	J	16,033		07/12/2001 ⁽¹⁾	07/12/2010	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008	J		65,967	07/12/2001 ⁽¹⁾	07/12/2010	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008	J	65,967		07/12/2001 ⁽¹⁾	07/12/2010	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 18.5	12/02/2008	J		16,033	07/12/2001 ⁽¹⁾	07/12/2010	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 32.5625	12/02/2008	J		25,000	10/03/2001 ⁽¹⁾	10/03/2010	Comm Stock
Non-Qualified Stock Option (right to buy)	\$ 32.5625	12/02/2008	J	25,000		10/03/2001 ⁽¹⁾	10/03/2010	Comm Stock

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

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

__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).

The reported transactions involve amendment of outstanding options by extension of the exercise period for two years after the Reporting 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.

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