

Zhao Yang

Form 4

March 21, 2011

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zhao Yang

(Last) (First) (Middle)

ONE TECH DRIVE, STE 325

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MEMSIC Inc [MEMS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/17/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/17/2011		S		100	D \$ 3	200,541 D
Common Stock	03/17/2011		S		100	D \$ 3.15	200,441 D
Common Stock	03/17/2011		S		100	D \$ 3.15	200,341 D
Common Stock	03/17/2011		S		100	D \$ 3.16	200,241 D
Common Stock	03/17/2011		S		100	D \$ 3.18	200,141 D

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Common Stock	03/17/2011	S	100	D	\$ 3.19	200,041	D	
Common Stock	03/17/2011	S	140	D	\$ 3.16	199,901	D	
Common Stock	03/17/2011	S	260	D	\$ 3.15	199,641	D	
Common Stock	03/17/2011	S	100	D	\$ 3.16	199,541	D	
Common Stock	03/17/2011	S	200	D	\$ 3.17	199,341	D	
Common Stock	03/17/2011	S	100	D	\$ 3.18	199,241	D	
Common Stock	03/17/2011	S	100	D	\$ 3.16	199,141	D	
Common Stock	03/18/2011	S	200	D	\$ 3.05	198,941	D	
Common Stock	03/18/2011	S	100	D	\$ 3.06	198,841	D	
Common Stock	03/18/2011	S	100	D	\$ 3.075	198,741	D	
Common Stock	03/18/2011	S	200	D	\$ 3.08	198,541	D	
Common Stock	03/18/2011	S	100	D	\$ 3.11	198,441	D	
Common Stock	03/18/2011	S	800	D	\$ 3.17	197,641	D	
Common Stock ⁽¹⁾						468,862	I	See Footnote ⁽¹⁾

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

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(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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zhao Yang ONE TECH DRIVE STE 325 ANDOVER, MA 01810	X		Chief Executive Officer	

Signatures

/s/ Patricia Niu, attorney-in-fact	03/21/2011
<u> </u> **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).
- Includes 135,675 shares of common stock held by the reporting person as trustee of the Yang Zhao Children' Grantor Retained Annuity Trust and 333,187 shares of common stock held by the reporting person as trustee of the Yang Zhao Grantor Retained Annuti Trust FBO Naifeng Yang.

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.