

VIALTA INC
 Form 3
 March 11, 2003

Form 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
 SECURITIES**

OMB Number:
 3235-0104
 Expires: January 31,
 2005
 Estimated average
 burden
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 0.5

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*		
Cain, George M.		
(Last)	(First)	(Middle)
65 Lockwood Lane		
(Street)		
Riverside, CT 06878		
(City)	(State)	(Zip)

2. Date of Event
 Requiring Statement
 (Month/Day/Year)

02/27/2003

4. Issuer Name and Ticker or Trading Symbol

Vialta, Inc. (VLTA) 3. I.R.S. Identification
 Number of Reporting
 Person, if an entity
 (voluntary)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

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

6. If Amendment, Date of
 Original (Month/Day/Year)

7. 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 Beneficially Owned			

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1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

* If the form is filed by more than one reporting person, see Instructions 5(b)(v).

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 control number.

(Over)
SEC 1474 (7-02)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option	02/27/2004	02/27/2013	Common Stock	20,000	.40	D	

Explanation of Responses:

** Intentional misstatements || omissions of facts constitute Federal /s/ **George M. Cain**
Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

03/10/2003

**Signature of Reporting Person
Holly D. Maxfield

Date

Note: File three copies of this Form, one of which must be manually signed.
If space is insufficient,
See Instruction 6 for procedure.