

SHERMAN WILLIAM D
Form 4
February 02, 2011

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 *
SHERMAN WILLIAM D

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)
01/31/2011

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

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 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	(D)	Price
Common Stock	01/31/2011		M		25,000	A	\$ 16.64 25,405
Common Stock	01/31/2011		S ⁽¹⁾		25,000	D	\$ 20.949 405
Common Stock	02/02/2011		M		25,000	A	\$ 5.49 25,405
Common Stock	02/02/2011		S ⁽²⁾		25,000	D	\$ 22.2243 405

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

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SEC 1474 (9-02)

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- (3) All options were fully vested and exercisable on 07/24/2009, the date of grant.

This non-qualified stock option grant was granted to the reporting person on 07/25/2001 and vested over a 4-year schedule as follows: on

- (4) 7/25/2002, 25% of the shares vested and became exercisable. The remaining 75% of the shares vested in 36 equal monthly installments until all shares were fully vested and exercisable as of 07/25/2005.

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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