

SILICON LABORATORIES INC
 Form 4
 December 27, 2005

FORM 4

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

OMB APPROVAL

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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 *
 SOOCH NAVDEEP S

2. Issuer Name and Ticker or Trading Symbol
 SILICON LABORATORIES INC
 [SLAB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4635 BOSTON LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/12/2005

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

AUSTIN, TX 78735

(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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock, \$0.0001 par value | 12/23/2005 | | S | (1) | 15,188 | D | |
| | | | | (2) | \$ 38.2226 | | 1,175,881 |
| Common Stock, \$0.0001 par value | 12/23/2005 | | S | (1) | 1,823 | D | By Libra II, L.P. (3) |
| | | | | (2) | \$ 38.2226 | | 63,131 |
| Common Stock, \$0.0001 par value | 12/23/2005 | | S | (1) | 608 | D | David T. Sooch Trust (4) |
| | | | | (2) | \$ 38.2226 | | 4,211 |

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| | | | | | | | | |
|---|------------|---|--------------------|---|---------------------------------|-------|---|---|
| Common Stock, \$0.0001 par value | 12/23/2005 | S | 608 ⁽¹⁾ | D | \$ 38.2226 ⁽²⁾ | 4,211 | I | Kelly A. Sooch Trust ⁽⁴⁾ |
| Common Stock, \$0.0001 par value | 12/23/2005 | S | 608 ⁽¹⁾ | D | \$ 38.2226 ⁽²⁾ | 4,211 | I | Kevin S. Sooch Trust ⁽⁴⁾ |

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.

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and A Underlying S (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 15.1 | 12/12/2005 | | G ⁽⁵⁾ | V 20,834 | 12/21/2005 ⁽⁶⁾ 09/21/2011 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 24.3 | 12/12/2005 | | G ⁽⁵⁾ | V 58,334 | 12/13/2005 ⁽⁸⁾ 06/13/2012 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 33.17 | 12/12/2005 | | G ⁽⁵⁾ | V 9,167 | 01/10/2006 ⁽⁹⁾ 08/10/2014 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 38.5 | 12/12/2005 | | G ⁽⁵⁾ | V 5,500 | 12/18/2005 ⁽¹⁰⁾ 08/18/2013 | Common Stock, \$0.0001 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SOOCH NAVDEEP S 4635 BOSTON LANE AUSTIN, TX 78735 | | X | | |

Signatures

Bruce A. Maurer, Power of Attorney for Navdeep S.
Sooch

12/27/2005

__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).
- (1) Shares sold pursuant to reporting person's 10(b)5-1 plan.
- (2) Price represents the weighted average selling price. Prices range between \$38.14 and \$38.35.
- (3) These shares are held in a family limited partnership.
- (4) These shares are held in a trust for the benefit of the reporting person's children. The reporting person is co-trustee of the trust.
- (5) Options were voluntarily gifted to reporting person by reporting person's former spouse.
- (6) This option becomes exercisable as it vests in a series of ten (10) successive equal monthly installments. The first installment will vest on December 21, 2005.
- (7) Not applicable per instruction 4(c)(iii).
- (8) This option becomes exercisable as it vests in a series of seven (7) successive equal monthly installments. The first installment will vest on December 13, 2005.
- (9) This option becomes exercisable as it vests in a series of forty-four (44) successive equal monthly installments. The first installment will vest on January 10, 2006.
- (10) This option becomes exercisable as it vests in a series of thirty-three (33) successive equal monthly installments. The first installment will vest on December 18, 2005.

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.