

Carlson Randolph K
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 *
Carlson Randolph K

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)
VP, Supply Chain

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 (A) or (D) Price			
Common Stock	01/31/2011		M	625 A \$ 6.63	625	D	
Common Stock	01/31/2011		S ⁽¹⁾	625 D \$ 21.2009	0	D	
Common Stock	01/31/2011		M	2,500 A \$ 5.55	2,500	D	
Common Stock	01/31/2011		S ⁽¹⁾	2,500 D \$ 21.2009	0	D	
Common Stock	01/31/2011		M	1,354 A \$ 5.53	1,354	D	

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Common Stock 01/31/2011 S⁽¹⁾ 1,354 D \$ 21.2009 0 D

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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 5.53	01/31/2011		M	1,354	<u>(2)</u> 12/02/2019	Common Stock	1,354
Incentive Stock Option (right to buy)	\$ 5.55	01/31/2011		M	2,500	<u>(3)</u> 10/07/2019	Common Stock	2,500
Incentive Stock Option (right to buy)	\$ 6.63	01/31/2011		M	625	<u>(4)</u> 06/04/2018	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlson Randolph K 2901 VIA FORTUNA AUSTIN, TX 78746			VP, Supply Chain	

Signatures

Randolph K.
Carlson

02/02/2011

 **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) The sales price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.19 to \$21.23. The reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to any security holder of Cirrus Logic, Inc. or the staff of the Securities and Exchange Commission, upon request.

(2) This incentive employee stock option grant was granted to the reporting person on 12/2/2009 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 12/2/2010. The remaining 75% of the shares began vesting in 36 equal monthly installments on 1/2/2011. The option will be fully vested and exercisable on 12/2/2013.

(3) This incentive employee stock option grant was granted to the reporting person on 10/7/2009 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 10/7/2010. The remaining 75% of the shares began vesting in 36 equal monthly installments on 11/7/2010. The option will be fully vested and exercisable on 10/7/2013.

(4) This incentive employee stock option grant was granted to the reporting person on 6/4/2008 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 6/4/2009. The remaining 75% of the shares began vesting in 36 equal monthly installments on 7/4/2009. The option will be fully vested and exercisable on 6/4/2012.

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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