

CIRRUS LOGIC INC
Form 4
August 23, 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 *
FRENCH DAVID D

(Last) (First) (Middle)

2901 VIA FORTUNA

(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CIRRUS LOGIC INC [CRUS]

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2005

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)

President, CEO

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 or Price		
Common Stock	08/22/2005		M		145,371 A \$ 2.6	304,371 ⁽¹⁾	D
Common Stock	08/22/2005		S		145,371 D \$ 7.4758	159,000	D
Common Stock	08/22/2005		M		92,968 A \$ 2.01	251,968	D
Common Stock	08/22/2005		S		92,968 D \$ 7.4758	159,000	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 2.01	08/22/2005		M	92,968	<u>(2)</u>	03/31/2013	Common Stock	92,968
Non-Qualified Stock Option (right to buy)	\$ 2.6	08/22/2005		M	145,371	<u>(3)</u>	02/26/2013	Common Stock	145,371

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRENCH DAVID D 2901 VIA FORTUNA AUSTIN, TX 78746	X		President, CEO	

Signatures

David D. French 08/23/2005

__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) Amount of securities reported in Column 5 includes 1,500 shares acquired under the Issuer's 1989 Employee Stock Purchase Plan on 6/24/05.
Only vested shares can be exercised under this option. The vesting schedule is: 25% of the shares granted are vested and exercisable on 3/31/04; the remaining 75% of the shares granted vest and are exercisable monthly over the next 36 months so that the shares exercisable under the option are fully vested on 3/31/07.
- (2) Only vested shares can be exercised under this option. The vesting schedule is 25% of the shares granted were fully vested and exercisable on 2/26/04; the remaining shares exercisable under the option vest monthly over the next thirty-six (36) months so that the shares are fully vested on 2/26/07.
- (3) Only vested shares can be exercised under this option. The vesting schedule is 25% of the shares granted were fully vested and exercisable on 2/26/04; the remaining shares exercisable under the option vest monthly over the next thirty-six (36) months so that the shares are fully vested on 2/26/07.

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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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