

O2MICRO INTERNATIONAL LTD

Form SC 13G/A

February 18, 2004

SCHEDULE 13G

Amendment No. 3

Name of Issuer: O2Micro International Limited

Title of Class of Securities: ORD

CUSIP Number: G6797E106

Item 1: Reporting Person: Wasatch Advisors, Inc. 87-0319391

Item 2: Check Box If Member of Group: Not Applicable

Item 3: SEC Use

Item 4: Place of Organization: Utah

Items 5-8: Number of Shares Owned With:

Item 5: Sole Voting Power: 6,065,128

Item 6: Shared Voting Power: 0

Item 7: Sole Dispositive Power: 6,065,128

Item 8: Shared Dispositive Power: 0

Item 9: Aggregate Amount Owned: 6,065,128

Item 10: Check Box If Aggregate Amount Excludes Certain Shares: N/A

Item 11: Percent of Class Owned: 15.8%

Item 12: Type of Reporting Person: IA

Item 1(a): Name of Issuer: O2Micro International Limited

Item 1(b): Address of Issuer:

Grand Pavilion Comm Ctr, W. Bay Rd, George Town, Grand Cayman, Cayman ISS

Item 2(a): Name of Person Filing: Wasatch Advisors, Inc.

Item 2(b): Address: 150 Social Hall Avenue, Salt Lake City, UT 84111

Item 2(c): Citizenship: Not Applicable

Item 2(d): Title of Class of Securities: ORD

Item 2(e): CUSIP Number: G6797E106

Item 3(e): Investment Adviser registered under section 203 of the Investment Advisers Act of 1940

Item 4(a): Amount Owned: 6,065,128

Item 4(b): Percent of Class Owned: 15.8%

Item 4(c) (i): Sole Voting Power: 6,065,128

Item 4(c) (ii): Shared Voting Power: 0

Item 4(c) (iii): Sole Dispositive Power: 6,065,128

Item 4(c) (iv): Shared Dispositive Power: 0

Item 5: Check Box If Ownership Is 5% or Less of Class: [ ]

Item 6: Ownership of More Than 5% on Behalf of Another Person: N/A

Item 7: Identification of Subsidiary: Not Applicable

Item 8: Identification of Members of Group: Not Applicable

Item 9: Notice of Dissolution of Group: Not Applicable

Item 10: Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct as of January 31, 2004.

Date: 02/17/04

Signature: /s/Jeff S. Cardon

Name/Title: Jeff S. Cardon/President