

Rhode Jason P
Form 4
February 07, 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 *
Rhode Jason P

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)
02/04/2011

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

AUSTIN, TX 78746

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

(City) (State) (Zip)

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	02/04/2011		M		27,604	A	\$ 5.25
Common Stock	02/04/2011		S ⁽¹⁾		27,604	D	\$ 24.8226
Common Stock	02/04/2011		M		60,000	A	\$ 5.55
Common Stock	02/04/2011		S ⁽¹⁾		60,000	D	\$ 24.8226

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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 5.25	02/04/2011		M	27,604	<u>(2)</u> 10/01/2018	Common Stock	27,604
Non-Qualified Stock Option (right to buy)	\$ 5.55	02/04/2011		M	60,000	<u>(3)</u> 10/07/2019	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rhode Jason P 2901 VIA FORTUNA AUSTIN, TX 78746	X		President & CEO	

Signatures

Jason P. Rhode 02/07/2011
 **Signature of Date
 Reporting Person

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 \$24.77 to \$24.94. 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 non-qualified employee stock option grant and its companion incentive employee stock option grant, together totaling 265,000 options, were granted to the reporting person on 10/1/2008. The options are exercisable according to the following 4-year schedule: on 10/1/2009, 25% of the shares vested and became exercisable. The remaining 75% of the shares began vesting in 36 equal monthly

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installments on 11/1/2009. The options will be fully vested and exercisable on 10/1/2012.

- (3) This non-qualified employee stock option grant and its companion incentive employee stock option grant, together totaling 375,000 options, were granted to the reporting person on 10/7/2009. The options are exercisable according to the following 4-year schedule: on 10/7/2010, 25% of the shares vested and became exercisable. 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.

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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