INPHI Corp Form 4 August 29, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BANATAO DIOSDADO P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

(First)

(Middle)

INPHI Corp [IPHI]

(Check all applicable)

C/O TALLWOOD VENTURE

(Street)

CAPITAL, 3000 SAND HILL ROAD, BLDG 3, SUITE 240

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

08/27/2013

_X__ Director 10% Owner Other (specify Officer (give title

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENLO PARK, CA 94025

(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)	Execution Date, if Transaction Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or				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)		
Common Stock	08/27/2013		Code V S(1)	Amount 54,099	(D)	Price \$ 12.2871 (2)	348,860	I	By Tallwood Partners, LLC (4)	
Common Stock	08/28/2013		S(1)	57,794	D	\$ 12.5186 (3)	291,066	I	By Tallwood Partners, LLC (4)	
Common Stock							13,427	D		
Common Stock							765,739	I	By Tallwood I, L.P. (4)	

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Common Stock	25,909	I	By Tallwood Management Co., LLC (4)
Common Stock	61,172	I	By Banatao Living Trust DTD 7/21/99

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	ansaction Date 3A. Deemed tth/Day/Year) Execution Date, if any (Month/Day/Year)		5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		7. Title and Amount of Underlying Securities (Instr. 3 and	8. Price of Derivative Security (Instr. 5)
				Code \	7 (A) (D)	Date Exercisable	Expiration Date	Amor or Title Numb of Share	ber

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BANATAO DIOSDADO P C/O TALLWOOD VENTURE CAPITAL 3000 SAND HILL ROAD, BLDG 3, SUITE 240 MENLO PARK, CA 94025

X

Signatures

/s/ Diosdado P.
Banatao 08/29/2013

**Signature of Reporting Date
Person

Reporting Owners 2

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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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan.
- Represents the sales price for a number of sale transactions effected at prices ranging from \$12.20 to \$12.38. The Reporting Person has (2) provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.
- Represents the sales price for a number of sale transactions effected at prices ranging from \$12.35 to \$12.60. The Reporting Person has (3) provided to the issuer, and undertakes to provide upon request by the SEC staff, or any security holder of the issuer, information regarding the number of shares sold at each separate price within the range.
 - The Reporting Person is the managing member of Tallwood Management Co. LLC, which is the general partner of Tallwood I, L.P. The Banatao Living Trust DTD 7/21/99 directly or indirectly holds 100% of the membership interests in Tallwood Management Co. LLC and
- (4) Tallwood Partners, LLC. The Reporting Person, as a trustee of the Banatao Living Trust, hold shared voting and dispositive power over the securities held by these funds. The Reporting Person, as trustee of the Banatao Living Trust DTD 7/21/99, holds shared voting and dispositive power of the securities held by these trusts. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of any pecuniary interest therein.

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.