

Becker Steven R
Form 4
December 29, 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 *
Becker Drapkin Management, L.P.

(Last) (First) (Middle)
300 CRESCENT COURT, SUITE 1111
(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PIXELWORKS, INC [PXLW]

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2011

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)
Member of a 13(d) 10% Group

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 12/27/2011 | | P | 50,000 A \$ 2.37 | 824,500 | I | See Footnotes (1) (4) (5) |
| Common Stock | 12/27/2011 | | P | 5,200 A \$ 2.35 | 829,700 | I | See Footnotes (1) (4) (5) |
| Common Stock | 12/28/2011 | | P | 56,724 A \$ 2.35 | 1,608,905 | I | See Footnotes (2) (4) (5) |
| Common Stock | 12/28/2011 | | P | 8,461 A \$ 2.35 | 239,180 | I | See Footnotes |

| | | | | | | | | (3) | (4) | (5) |
|--------------|------------|--|---|-------|---|-----------|-----------|-----|---------------------------|-----|
| Common Stock | 12/28/2011 | | P | 4,787 | A | \$ 2,2991 | 1,613,692 | I | See Footnotes (2) (4) (5) | |
| Common Stock | 12/28/2011 | | P | 713 | A | \$ 2,2991 | 239,893 | I | See Footnotes (3) (4) (5) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------------|
| | Director | 10% Owner | Officer | Other |
| Becker Drapkin Management, L.P. 300 CRESCENT COURT SUITE 1111 DALLAS, TX 75201 | | | | Member of a 13(d) 10% Group |
| BECKER DRAPKIN PARTNERS (QP), L.P. 300 CRESCENT COURT, SUITE 1111 DALLAS, TX 75201 | | | | Member of a 13(d) 10% Group |
| BECKER DRAPKIN PARTNERS, L.P. 300 CRESCENT COURT, SUITE 1111 DALLAS, TX 75201 | | | | Member of a 13(d) 10% group |

BD Partners IV, L.P.
300 CRESCENT COURT, SUITE 1111
DALLAS, TX 75201

Member of a 13(d) 10% Group

BC Advisors LLC
300 CRESCENT COURT
SUITE 1111
DALLAS, TX 75201

Member of a 10% Group

Becker Steven R
300 CRESCENT COURT
SUITE 1111
DALLAS, TX 75201

Member of a 13(d) 10% Group

Drapkin Matthew A
300 CRESCENT COURT
SUITE 1111
DALLAS, TX 75201

Member of a 13(d) 10% Group

Signatures

See Exhibit 99.1 12/29/2011
__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) Represents shares of common stock, par value \$0.001 per share, of Pixelworks, Inc. (the "Common Stock") directly beneficially owned by BD Partners IV, L.P. ("BD Partners IV").
 - (2) Represents shares of Common Stock directly beneficially owned by Becker Drapkin Partners (QP), L.P. ("Becker Drapkin QP").
 - (3) Represents shares of Common Stock directly beneficially owned by Becker Drapkin Partners, L.P. ("Becker Drapkin, L.P.").

Becker Drapkin Management, L.P. ("BD Management"), as the general partner of, and investment manager for, BD Partners IV, Becker Drapkin QP and Becker Drapkin, L.P. may be deemed to beneficially own the securities described in footnotes (1), (2) and (3). BC Advisors, LLC ("BCA"), as the general partner of BD Management, and Steven R. Becker ("Mr. Becker") and Matthew A. Drapkin ("Mr. Drapkin"), as the sole members and co-managing members of BCA and limited partners of BD Management, may in each case be deemed to be beneficial owners of the securities described in footnotes (1), (2) and (3). In addition, each reporting owner may be deemed to beneficially own more than 10% of the Common Stock under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as a result of being deemed a member of a group under Sections 13(d)(3) and 13(d)(5) of the Exchange Act.
(Continued in Footnote 5.)
 - (4) BD Management disclaims any beneficial ownership of all of the Common Stock listed herein, except to the extent of any pecuniary interest therein. BD Partners IV disclaims beneficial ownership of the Common Stock described in footnotes (2) and (3). Becker Drapkin QP disclaims beneficial ownership of the Common Stock described in footnotes (1) and (3). Becker Drapkin, L.P. disclaims beneficial ownership of the Common Stock described in footnotes (1) and (2). BCA disclaims beneficial ownership of all of the Common Stock listed herein, except to the extent of any pecuniary interest therein. Mr. Becker and Mr. Drapkin disclaim beneficial ownership of all of the Common Stock described herein, 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.