

Stein Thomas
Form 4
July 27, 2010

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 *
Stein Thomas

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)
07/23/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & GM, EXL Division

AUSTIN, TX 78746

(City) (State) (Zip)

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

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 | (A) or (D) | Price |
| Common Stock | 07/23/2010 | | M | | 208 | A | \$ 6.56 |
| | | | | | | | 208 |
| Common Stock | 07/23/2010 | | S | | 208 | D | \$ 19.75 |
| | | | | | | | 0 |
| | | | | | | | (1) |
| Common Stock | 07/23/2010 | | M | | 5,312 | A | \$ 6.51 |
| | | | | | | | 5,312 |
| Common Stock | 07/23/2010 | | S | | 5,312 | D | \$ 19.75 |
| | | | | | | | 0 |
| | | | | | | | (1) |
| | 07/23/2010 | | M | | 313 | A | \$ 6.63 |
| | | | | | | | 313 |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------------|--------|---|
| Common Stock | | | | | | | |
| Common Stock | 07/23/2010 | S | 313 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 13,305 | A | \$ 5.25 | 13,305 | D |
| Common Stock | 07/23/2010 | S | 13,305 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 1,875 | A | \$ 3.4 | 1,875 | D |
| Common Stock | 07/23/2010 | S | 1,875 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 1,200 | A | \$ 3.4 | 1,200 | D |
| Common Stock | 07/23/2010 | S | 1,200 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 677 | A | \$ 3.4 | 677 | D |
| Common Stock | 07/23/2010 | S | 677 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 750 | A | \$ 3.4 | 750 | D |
| Common Stock | 07/23/2010 | S | 750 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 638 | A | \$ 3.4 | 638 | D |
| Common Stock | 07/23/2010 | S | 638 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 750 | A | \$ 3.4 | 750 | D |
| Common Stock | 07/23/2010 | S | 750 | D | \$ <u>19.75</u> ⁽¹⁾ | 0 | D |
| Common Stock | 07/23/2010 | M | 352 | A | \$ 3.4 | 352 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|------------|-----|---|
| Common Stock | 07/23/2010 | S | 352 | D | \$ 19.75 | 0 | D |
| | | | | | <u>(1)</u> | | |
| Common Stock | 07/23/2010 | M | 282 | A | \$ 3.4 | 282 | D |
| Common Stock | 07/23/2010 | S | 282 | D | \$ 19.75 | 0 | D |
| | | | | | <u>(1)</u> | | |

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.

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 6.51 | 07/23/2010 | | M | 5,312 | <u>(2)</u> | 10/03/2017 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 6.63 | 07/23/2010 | | M | 313 | <u>(3)</u> | 06/04/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | | M | 1,875 | <u>(4)</u> | 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | | M | 1,200 | <u>(4)</u> | 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | | M | 677 | <u>(4)</u> | 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | | M | 750 | <u>(4)</u> | 06/23/2013 | Common Stock |

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| | | | | | | | |
|---|---------|------------|---|--------|---------------------------|------------|--------------|
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | M | 638 | <u>(4)</u> | 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | M | 750 | <u>(4)</u> | 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | M | 352 | <u>(4)</u> | 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 07/23/2010 | M | 282 | <u>(4)</u> | 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 5.25 | 07/23/2010 | M | 13,305 | 10/01/2009 ⁽⁵⁾ | 10/01/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 6.56 | 07/23/2010 | M | 208 | <u>(6)</u> | 08/02/2016 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stein Thomas 2901 VIA FORTUNA AUSTIN, TX 78746 | | | VP & GM, EXL Division | |

Signatures

Thomas Stein 07/27/2010
 __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. Prices range from \$19.74 to \$19.78.
- (2) 25% of the shares became exercisable on 10/3/08. The remaining 75% of the shares vest and become exercisable monthly over the following 36 months.
- (3) 25% of the shares became exercisable on 6/4/09. The remaining 75% of the shares vest and become exercisable monthly over the following 36 months.
- (4) 20% of the shares became exercisable on 12/23/03, 20% of the shares became exercisable on 6/23/04, and 60% of the shares became exercisable monthly over the following 36 months. All shares were fully vested and exercisable as of 6/23/07.
- (5) 25% of the shares became exercisable on 10/1/09. The remaining 75% of the shares vest and become exercisable monthly over the following 36 months.
- (6)

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25% of the shares became exercisable on 8/2/07. The remaining 75% of the shares vest and become exercisable monthly over the following 36 months.

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.