

SIGMA DESIGNS INC
Form 4
February 25, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TRAN THINH Q

(Last) (First) (Middle)

C/O SIGMA DESIGNS, INC., 1778 MCCARTHY BLVD.

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SIGMA DESIGNS INC [SIGM]

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2010

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)
President & CEO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/23/2010		M	45,833	A \$ 3.5	298,833	D
Common Stock	02/23/2010		M	30,000	A \$ 9.89	328,833	D
Common Stock	02/23/2010		M	20,000	A \$ 5.43	348,333	D

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

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SEC 1474 (9-02)

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 50,000 shares initially underlying this option were granted on 5/31/2000 and vest as follows: (i) 20% on 5/31/2001; and (ii) the remaining 80% in equal monthly installments over the ensuing 48 months following 05/31/2001.
- (2) The 150,000 shares initially underlying this option were granted on 10/28/2005 and vest as follows: (i) 20% on 10/28/2006; and (ii) the remaining 80% in equal monthly installments over the ensuing 48 months following 10/28/2006.
- (3) The reported option expires in accordance with the following schedule: (a) the right to buy 30,000 shares expires on 3/15/2010.
- (4) The 150,000 shares initially underlying this option were granted on 8/9/2004 and vest as follows: (i) 20% on 8/9/2005; and (ii) the remaining 80% in equal monthly installments over the ensuing 48 months following 8/9/2005.
- (5) The reported option expires in accordance with the following schedule: (a) the right to buy the remaining 20,000 shares expires on 3/15/2010.

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.