

CIRRUS LOGIC INC  
 Form 4  
 May 04, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
 GRAY GERALD R

(Last) (First) (Middle)  
 2901 VIA FORTUNA  
 (Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 CIRRUS LOGIC INC [CRUS]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/02/2006

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)  
 Senior Vice President,

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	05/02/2006		M		6,000 (1) A \$ 3.87 6,416	D	
Common Stock	05/02/2006		S		6,000 (1) D \$ 10 416	D	
Common Stock	05/02/2006		M		631 (1) A \$ 3.87 1,047	D	
Common Stock	05/02/2006		S		631 (1) D \$ 10 416	D	
Common Stock	05/03/2006		M		22,369 (1) A \$ 3.87 22,785	D	

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Common Stock	05/03/2006	S	22,369 <u>(1)</u>	D	\$ 10.0008	416	D	
Common Stock						50	I	by Spouse <u>(2)</u>

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 2.6	05/02/2006		M	6,000	08/07/2003 <sup>(3)</sup> 02/26/2013	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 3.87	05/02/2006		M	631	08/07/2003 <sup>(3)</sup> 08/07/2012	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 3.87	05/03/2006		M	22,369	08/07/2003 <sup>(3)</sup> 08/07/2012	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAY GERALD R 2901 VIA FORTUNA AUSTIN, TX 78746			Senior Vice President,	

## Signatures

Gerald R. Gray                      05/04/2006  
 \*\*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) This reported Sale is made pursuant to a Rule 10b5-1 plan dated 1/30/06

(2) Shares held in name of Reporting Person's spouse and treated as community property.

(3) The vest schedule for these options is 25% on the vest date and the remaining 75% vesting monthly over 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.

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