

PIETRI DIDIER
Form 5
February 14, 2003

Form 5

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549

OMB APPROVAL
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ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP

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

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).

Form 3 Holdings Reported

Form 4 Transactions Reported

| | | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Pietri, Didier | | | 2. Issuer Name and Ticker or Trading Symbol Vialta, Inc. (VLTA) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO | | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Year 12/31/2002 | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| 48461 Fremont Boulevard | | | | 5. If Amendment, Date of Original (Month/Year) | | | | | |
| (Street) | | | Fremont, Ca 94538 | | | | | | |
| (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) | 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 at end of Issuer's Fiscal Year (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 | 02/11/2002 | | P | | 1,500 | A | 1.31 | | D | |
| Common | 02/12/2002 | | P | | 1,000 | A | 1.35 | | D | |
| Common | 02/13/2002 | | P | | 7,500 | A | 1.50 | 21,419 | D | |
| Common | 03/20/2002 | | P | | 2,000 | A | 1.19 | | D | |
| Common | 03/20/2002 | | P | | 3,000 | A | 1.20 | 26,419 | D | |
| Common | 05/02/2002 | | P | | 8,000 | A | .65 | | D | |
| Common | 05/21/2002 | | P | | 10,000 | A | .55 | 44,419 | D | |
| Common | 12/12/2002 | | P | | 15,000 | A | .28 | 59,419 | D | |

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 control number.

(Over)
SEC 2270
(9-02)

FORM 5 (continued)

**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 at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|---|---|---|-----|---|--------------------|---|--|--|---|--|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| | | | | | | | | | | | | | | | |

Explanation of Responses:

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ **Didier Pietri**

02/11/2003

**Signature of Reporting Person
Holly D. Maxfield

Date

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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