

VIALTA INC  
 Form 3  
 March 11, 2003

**Form 3**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

OMB APPROVAL

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
 SECURITIES**

OMB Number:  
 3235-0104  
 Expires: January 31,  
 2005  
 Estimated average  
 burden  
 hours per response. . .  
 0.5

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*		
<b>Cain, George M.</b>		
(Last)	(First)	(Middle)
<b>65 Lockwood Lane</b>		
(Street)		
<b>Riverside, CT 06878</b>		
(City)	(State)	(Zip)

2. Date of Event  
 Requiring Statement  
 (Month/Day/Year)

**02/27/2003**

4. Issuer Name and Ticker or Trading Symbol

**Vialta, Inc. (VLTA)** 3. I.R.S. Identification  
 Number of Reporting  
 Person, if an entity  
 (voluntary)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

Director       10% Owner  
 Officer (give title below)       Other (specify below)

6. If Amendment, Date of  
 Original (Month/Day/Year)

7. 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 Beneficially Owned			

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1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

\* If the form is filed by more than one reporting person, see Instructions 5(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 1474 (7-02)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Non-Qualified Stock Option</b>	<b>02/27/2004</b>	<b>02/27/2013</b>	<b>Common Stock</b>	<b>20,000</b>	<b>.40</b>	<b>D</b>	

Explanation of Responses:

\*\* Intentional misstatements || omissions of facts constitute Federal /s/ **George M. Cain**  
Criminal Violations.  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**03/10/2003**

\_\_\_\_\_  
\*\*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.