

ENSLEY CRAIG H
Form 4
March 04, 2005

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 *
ENSLEY CRAIG H

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)
03/02/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP Engineering

AUSTIN, TX 78746

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

(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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 06/03/2004 | | G | V 1,000 (1) | D \$ 0 116,700 | D | |
| Common Stock | 06/25/2004 | | J | V 1,500 (2) | A \$ 5.661 118,200 | D | |
| Common Stock | 12/23/2004 | | J | V 1,500 (3) | A \$ 4.7855 119,700 | D | |
| Common Stock | | | | | 1,000 | I | by Daughter |

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

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SEC 1474
(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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 4.58 | 03/02/2005 | | A | 18,750 | (4) 03/02/2015 | Common Stock | 18,750 |
| Non-Qualified Stock Option (right to buy) | \$ 4.58 | 03/02/2005 | | A | 41,250 | (4) 03/02/2015 | Common Stock | 41,250 (5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ENSLEY CRAIG H 2901 VIA FORTUNA AUSTIN, TX 78746 | | | Sr VP Engineering | |

Signatures

By: Gregory Scott Thomas, Attorney-in-Fact For: Craig H. Ensley

03/04/2005

__Signature of Reporting Person

Date

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).

- These shares were gifted by Mr. Ensley to his daughter. Mr. Ensley disclaims beneficial ownership in the shares held by his daughter
- (1) except to the extent of his pecuniary interest therein and this report should not be deemed an admission that the Reporting Person is the beneficial owner of his daughter's shares for purposes of Section 16 or for any other purpose.
 - (2) Shares acquired under the Issuer's 1989 Employee Stock Purchase Plan on 06/25/04.
 - (3) Shares acquired under the Issuer's 1989 Employee Stock Purchase Plan on 12/23/04.

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Only vested shares can be exercised under this option. The vesting schedule is: 25% of the shares granted will become vested and

(4) exercisable on 3/2/2006; the remaining 75% of the shares granted will vest and become exercisable monthly over the next thirty-six (36) months so that the shares granted under the option are fully vested on 3/2/2009.

(5) Exhibit 24 - Power of Attorney

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.