

THOMAS SCOTT
Form 4
February 14, 2006

FORM 4

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

OMB APPROVAL

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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 *
THOMAS SCOTT

(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)
02/13/2006

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)
VP General Counsel & Corp

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/13/2006 | | M ⁽¹⁾ | 2,687 A \$ 3.4 | 3,754 ⁽²⁾ | D | |
| Common Stock | 02/13/2006 | | S ⁽¹⁾ | 2,687 D \$ 8.14 | 1,067 ⁽²⁾ | D | |
| Common Stock | 02/13/2006 | | M ⁽¹⁾ | 7,306 A \$ 3.4 | 8,373 ⁽²⁾ | D | |
| Common Stock | 02/13/2006 | | S ⁽¹⁾ | 7,306 D \$ 8.14 | 1,067 ⁽²⁾ | D | |

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 Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 02/13/2006 | | M ⁽¹⁾ | 2,687 | 12/23/2003 ⁽³⁾ 06/23/2013 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 3.4 | 02/13/2006 | | M ⁽¹⁾ | 7,306 | 12/23/2003 ⁽³⁾ 06/23/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| THOMAS SCOTT 2901 VIA FORTUNA AUSTIN, TX 78746 | | | VP General Counsel & Corp | |

Signatures

Gregory Scott
Thomas

02/14/2006

**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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 1/30/2006.
- (2) Amount of securities reported in Column 5 includes 568 shares acquired under the Issuer's 1989 Employee Stock Purchase Plan on 6/24/05 and 590 shares acquired under the issuer's 1989 Employee Stock Purchase Plan on 12/23/05.

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- Only vested shares can be exercised under this option. The vesting schedule is: 20% of the shares granted are vested and exercisable on
- (3) December 23, 2003; 20% of the shares granted are vested and exercisable on June 23, 2004; and the remaining 60% of the shares granted vest monthly for the next 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. 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.