

GSI TECHNOLOGY INC
 Form 4
 June 05, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 Shu Lee-Lean

(Last) (First) (Middle)

GSI TECHNOLOGY, INC., 1213
 ELKO DRIVE

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 GSI TECHNOLOGY INC [GSIT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/03/2013

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)

President, CEO and Chairman

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 or Price		
Common Stock	06/03/2013		M		47,619 A \$ 2.1	D	1,761,911
Common Stock	06/03/2013		S		47,619 (1) D 5.6555 (2)	D	1,714,292
Common Stock	06/03/2013		M		9,844 A \$ 2.1	D	1,724,136
Common Stock	06/03/2013		S		9,844 (1) D 5.6555 (2)	D	1,714,292
	06/04/2013		M		1,036 A \$ 2.1	D	1,719,328

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Common Stock									
Common Stock	06/04/2013		S	<u>1,036</u> ⁽¹⁾	D	\$ 5.65	1,714,292	D	
Common Stock							100,000	I	By Spouse
Common Stock							400,000	I	By GoodFortune GSI Inc. ⁽³⁾
Common Stock							6,800	I	By Child
Common Stock							6,800	I	By Child

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 2.1	06/03/2013		M	47,619	<u>(4)</u> 07/15/2013	Common Stock	47,619
Stock Option (right to buy)	\$ 2.1	06/30/2013		M	9,844	<u>(4)</u> 07/15/2013	Common Stock	9,844
Stock Option (right to buy)	\$ 2.1	06/04/2013		M	1,036	<u>(4)</u> 07/15/2013	Common Stock	1,036

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shu Lee-Lean GSI TECHNOLOGY, INC. 1213 ELKO DRIVE SUNNYVALE, CA 94089	X		President, CEO and Chairman	

Signatures

/s/ Douglas Schirle, as
Attorney-in-Fact

06/05/2013

**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 sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 17, 2013.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.65 to \$5.68, inclusive. The reporting person undertakes to provide to GSI Technology, Inc., any security holder of GSI Technology, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this form 4.
- (2) Mr. Shu, along with his spouse, transferred these shares to his mother- and father-in-law who then transferred them to GoodFortune GSI Inc. Mr. Shu disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for purposes of Section 16 or for any other purpose.
- (3) Stock option was granted to reporting person on July 15, 2003 and is fully vested.

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.