

PIXELWORKS, INC

Form 4

July 30, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Woodall Neil D.

(Last) (First) (Middle)

224 AIRPORT PARKWAY, SUITE
400

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
PIXELWORKS, INC [PXLW]

3. Date of Earliest Transaction
(Month/Day/Year)
07/26/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP DSP Eng. & Chief Architect

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/26/2013	07/26/2013	F	1,468 D	\$ 3.38	10,434	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 1.13					<u>(1)</u> 10/06/2018	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 2.28					<u>(1)</u> 02/05/2018	Common Stock 2,000
Non-Qualified Stock Option (right to buy)	\$ 2.36					<u>(1)</u> 02/09/2018	Common Stock 25,000
Non-Qualified Stock Option (right to buy)	\$ 3.26					<u>(1)</u> 07/28/2016	Common Stock 15,000
Non-Qualified Stock Option (right to buy)	\$ 3.38					<u>(1)</u> 09/30/2015	Common Stock 15,000
Non-Qualified Stock Option (right to buy)	\$ 6.09					<u>(1)</u> 02/12/2017	Common Stock 2,333
Non-Qualified Stock Option (right to buy)	\$ 7.47					<u>(2)</u> 12/04/2013	Common Stock 6,048
Non-Qualified Stock Option (right to buy)	\$ 13.95					<u>(3)</u> 02/08/2016	Common Stock 5,333
Non-Qualified Stock Option (right to buy)	\$ 21.06					<u>(4)</u> 07/16/2012	Common Stock 13,064
Non-Qualified Stock Option (right to buy)	\$ 21.06					<u>(5)</u> 09/23/2013	Common Stock 16,666
Non-Qualified Stock Option	\$ 27.45					<u>(4)</u> 07/28/2014	Common Stock 25,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Woodall Neil D. 224 AIRPORT PARKWAY SUITE 400 SAN JOSE, CA 95110			VP DSP Eng. & Chief Architect	

Signatures

Neil D Woodall 07/26/2013

__Signature of Date
Reporting Person

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) Becomes exercisable on a monthly basis over 3 years, commencing the last day of the month of the date of grant.
- (2) Options become exercisable over 18 months as follows: 33.3% on June 30, 2007 and 66.7% becoming exercisable at a rate of 5.56% on a monthly basis thereafter over 12 months, or through June 30, 2008.
- (3) The options become exercisable on a monthly basis at a rate of 10% in year 1, 20% in year 2, 30% in year 3 and 40% in year 4, which commences on the last day of the month the option is granted.
- (4) 25% vest on the last day of the month of the first anniversary of the date of grant, with the remaining 75% vesting ratably on a monthly basis thereafter over three years.
- (5) The option became exercisable on the grant 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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