Edgar Filing: GSI TECHNOLOGY INC - Form 4

GSI TECHNO Form 4	OLOGY INC										
September 08	3, 2008										
FORM	4		CECU						PPROVAL		
	UNITED	STATES			AND EX 1, D.C. 20		E COMMISSIO	N OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or	er STATEN 5.								January 31, 2005 average urs per . 0.5		
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section 17(a) of the l	Public U	a 16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Section Investment Company Act of 1940							
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> Hsieh Hong-Po			2. Issuer Name and Ticker or Trading Symbol GSI TECHNOLOGY INC [GSIT]			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (1	Middle)					(Che	eck all applicable)			
NO.10-1, LI-HSIN ROAD I, HSINCHU SCIENCE PARK			(Month/Day/Year) 08/28/2008			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
HSINCHU 3	00, F5						Person	More than one it	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)				
Reminder: Repo	ort on a separate line	for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					inforn requir	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Y	(Instr. 8) (Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)				(
			Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.81	08/28/2008	A	10,000	<u>(1)</u>	08/28/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Hsieh Hong-Po NO.10-1, LI-HSIN ROAD I HSINCHU SCIENCE PARK HSINCHU 300, F5	Х							
Signatures								
/s/ Douglas Schirle, Attorney-in-Fact		09/08/2008						
**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) Option for 10,000 shares was granted on August 28, 2008 and vests in three equal annual installments beginning on August 28, 2009.

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.

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