#### **GSI TECHNOLOGY INC**

Form 4

November 05, 2008

Check this box

if no longer

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

**SECURITIES** 

**OMB** Number:

Expires:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

subject to Section 16. Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Wu Ping Tak

2. Issuer Name and Ticker or Trading Symbol

GSI TECHNOLOGY INC [GSIT]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Security

(Instr. 3)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Check all applicable)

GSI TECHNOLOGY, INC., 2630

OWEN STREET

(Month/Day/Year) 11/03/2008

X\_ Officer (give title

10% Owner Other (specify

below)

below)

VP, U.S. Operations

(Street)

(State)

(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Director

\_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

SANTA CLARA, CA 95054

1.Title of 2. Transaction Date 2A. Deemed

3. Execution Date, if TransactionAcquired (A) or Code

(Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Da	ay/Year)	(Instr.	-	Acquired (A) or Disposed of (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)	\$ 3.37	11/03/2008		A		20,625		<u>(1)</u>	11/03/2018	Common Stock	20,625

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wu Ping Tak

GSI TECHNOLOGY, INC. 2630 OWEN STREET SANTA CLARA, CA 95054

VP, U.S. Operations

## **Signatures**

/s/ Douglas Schirle, Attorney-in-Fact

11/05/2008

\*\*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 20,625 shares was granted on November 3, 2008 and vests and becomes 100% exercisable on September 5, 2012.

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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