

SILICON LABORATORIES INC
 Form 4
 April 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
GAY GARY R

2. Issuer Name and Ticker or Trading Symbol
**SILICON LABORATORIES INC
 [SLAB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4635 BOSTON LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/03/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Worldwide Sales

AUSTIN, TX 78735
 (City) (State) (Zip)

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

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) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$0.0001 par value | 04/03/2006 | | M | 4,667 (1) A | \$ 15.44 | 17,453 | D |
| Common Stock, \$0.0001 par value | 04/03/2006 | | M | 333 (1) A | \$ 20.19 | 17,786 | D |
| Common Stock, \$0.0001 par value | 04/03/2006 | | S | 5,000 (2) D | \$ 55.03 | 12,786 | D |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 15.44 | 04/03/2006 | | M | 4,667 (1) | 03/16/2001 ⁽³⁾ 03/16/2011 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 20.19 | 04/03/2006 | | M | 333 (1) | 10/24/2005 ⁽⁵⁾ 10/24/2012 | Common Stock, \$0.0001 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAY GARY R 4635 BOSTON LANE AUSTIN, TX 78735 | | | VP of Worldwide Sales | |

Signatures

Gary R. Gay 04/04/2006
 **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) Stock option exercise pursuant to reporting person's 10(b)5-1 plan.

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- (2) Shares sold pursuant to reporting person's 10(b)5-1 plan.
- (3) This option becomes exercisable as it vests in a series of sixty (60) successive equal monthly installments beginning March 16, 2001.
- (4) Not applicable per instruction 4(c)(iii).
- (5) This option becomes exercisable as it vests in a series of twelve (12) successive equal monthly installments beginning October 24, 2005.

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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