Lasserre Didier Form 4 July 03, 2012

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

(Print or Type Responses)

(Last)

(City)

Common

Stock

1. Name and Address of Reporting Person * Lasserre Didier

(Middle)

GSI TECHNOLOGY, INC., 1213 **ELKO DRIVE**

(Street)

(State)

07/03/2012

(First)

SUNNYVALE, CA 94089

2. Issuer Name and Ticker or Trading Symbol

GSI TECHNOLOGY INC [GSIT]

3. Date of Earliest Transaction

(Month/Day/Year) 07/03/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below) VP, Sales

6. Individual or Joint/Group Filing(Check

(D) or

D

Indirect (I)

(Instr. 4)

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

(9-02)

Form: Direct Indirect

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

5. Amount of

Beneficially

Securities

Owned Following

Reported

Transaction(s)

(Instr. 3 and 4)

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

4. Securities Acquired

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (D) (Instr. 8)

3.

(Instr. 3, 4 and 5)

Transaction(A) or Disposed of

(A)

or Code Amount (D) Price

M 30,000 Α

\$4 240,388 (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Lasserre Didier - Form 4

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. Transactic Code (Instr. 8)	5. Number of or 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
Stock Option (right to buy)	\$ 4	07/03/2012		M	30,000	(2)	07/15/2012	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
Lasserre Didier						
GSI TECHNOLOGY, INC.			VD Color			
1213 ELKO DRIVE	VP, Sales					
SUNNYVALE, CA 94089						

Signatures

/s/ Douglas Schirle as Attorney-in-Fact 07/03/2012

**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) Reflects ESPP allocations and dispositions that have occurred since the date of the reporting person's last ownership report.
- (2) Options were granted on July 15, 2002, and are fully vested as of July 15, 2006.

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.

Reporting Owners 2