

PIXELWORKS, INC

Form 4

November 20, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Walicek Bruce A

(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)

11/18/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

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)
Common Stock	11/18/2013		A	165,000	A 1 507,783	D	

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

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information contained in this form are not
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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)	\$ 0.6					<u>(2)</u> 03/23/2019	Common Stock 100,000
Non-Qualified Stock Option (right to buy)	\$ 2.28					<u>(3)</u> 01/01/2018	Common Stock 31,666
Non-Qualified Stock Option (right to buy)	\$ 2.31					<u>(4)</u> 01/01/2018	Common Stock 168,333
Non-Qualified Stock Option (right to buy)	\$ 2.36					<u>(2)</u> 02/09/2018	Common Stock 100,000
Non-Qualified Stock Option (right to buy)	\$ 3.13					<u>(2)</u> 02/10/2016	Common Stock 100,000
Non-Qualified Stock Option (right to buy)	\$ 3.48					<u>(2)</u> 02/10/2017	Common Stock 125,000
Non-Qualified Stock Option (right to buy)	\$ 4.14					<u>(5)</u> 05/22/2017	Common Stock 3,333
Non-Qualified Stock Option (right to buy)	\$ 9					<u>(5)</u> 05/23/2016	Common Stock 3,333
Non-Qualified Stock Option (right to buy)	\$ 25.29					<u>(6)</u> 05/24/2015	Common Stock 13,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Walicek Bruce A
224 AIRPORT PARKWAY
SUITE 400
SAN JOSE, CA 95110

X

President and CEO

Signatures

By: Haley Green For: Bruce A.
Walicek

11/19/2013

__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).

Each restricted stock unit represents a contingent right to receive one share of the registrant's common stock. The restricted stock units

(1) will vest 50% on February 28, 2014, 12.5% on May 31, 2014, 12.5% on August 30, 2014, 12.5% on November 30, 2014 and 12.5% on February 28, 2015.

(2) Becomes exercisable on a monthly basis over 3 years, commencing the last day of the month of the date of grant.

(3) 5,555 shares vest 1/31/08; 5,555 shares vest 2/29/08; 5,556 shares vest 3/31/08. 15,000 shares vested 3/31/08 upon the Compensation Committee's confirmation of Mr. Walicek's achievement of company goals for the first quarter of 2008.

(4) 18,333 shares vest 12/31/2008. 150,000 shares vest ratably on a monthly basis thereafter over three years.

(5) 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.

(6) The option becomes exercisable over a 4-year period which commenced on May 24, 2005, as follows: 3,333 shares exercisable as of May 24, 2006, 277.8 shares exercisable every month thereafter for 36 months through May 24, 2009.

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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