## SIGMA DESIGNS INC

Form 4/A January 29, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MARTINELLA JACQUES

(First)

2. Issuer Name and Ticker or Trading Symbol

SIGMA DESIGNS INC [SIGM]

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

3. Date of Earliest Transaction

Director 10% Owner

1778 MCCARTHY BLVD.

(Month/Day/Year)

X\_ Officer (give title Other (specify below) below)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

01/25/2008

V.P. of Engineering

(Check all applicable)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

11/07/2007

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

MILPITAS, CA 95035

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code 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 Ownership (T)

(Instr. 4)

(A)

Following Reported Transaction(s)

(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.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of Derivative Security

Conversion or Exercise

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

any

4. 5. Number of **Transaction**Derivative Code Securities Acquired

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

7. Title and Amour Underlying Securit (Instr. 3 and 4)

#### Edgar Filing: SIGMA DESIGNS INC - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	(D)						
				Code V	V (A	.)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Employee Stock Option (Right to Buy)	\$ 58.37	01/25/2008		D <u>(1)</u>			22,000	<u>(1)</u>	11/05/2017	Common Stock	22,0
Employee Stock Option (Right to Buy)	\$ 45.83	01/25/2008		A(1)	22,0	000		<u>(1)</u>	11/05/2017	Common Stock	22,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>r</b>	Director	10% Owner	Officer	Other				
MARTINELLA JACQUES								
1778 MCCARTHY BLVD.			V.P. of Engineering					
MILPITAS, CA 95035								

### **Signatures**

/s/ Kit Tsui as attorney-in-fact for Jacques
Martinella
01/29/2008

\*\*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).

The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on November 5, 2007. The replacement option becomes exercisable as it vests in accordance with the same schedule as the original option. The option vests over a five year period, with 20% of the shares vesting on the one year anniversary of the original grant date, or November 5, 2008, and the remaining shares vesting in equal monthly installments over the ensuing 48 months.

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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