

GENESIS MICROCHIP INC /DE
 Form 3
 May 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â YADEGAR BEHROOZ		(Month/Day/Year)	GENESIS MICROCHIP INC /DE [GNSS]	
(Last)	(First)	(Middle)	05/05/2006	
2150 GOLD STREET		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
ALVISO,Â CAÂ 95002		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	SR VP OF PRODUCT DEVELOPMENT	
		5. If Amendment, Date Original Filed(Month/Day/Year)		
		6. Individual or Joint/Group Filing(Check Applicable Line)		
		<input checked="" type="checkbox"/> Form filed by One Reporting Person		
		<input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

(Instr. 5)

Stock Options (Right to Buy)	05/05/2007 ⁽¹⁾	05/05/2012	Common Shares	70,000	\$ 12.97	D	Â
Restricted Stock Units	05/10/2007 ⁽²⁾	05/10/2010 ⁽³⁾	Common Shares	30,000	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YADEGAR BEHROOZ 2150 GOLD STREET ALVISO, CA 95002	Â	Â	Â SR VP OF PRODUCT DEVELOPMENT	Â

Signatures

/s/ Ava Hahn,
Attorney-in-Fact

05/09/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the total number of shares become exercisable on this date and an additional 1/48th of the total number of shares become exercisable each month thereafter.
- (2) 25% of the restricted stock units vest on this date and 1/16th will vest quarterly to be fully vested in four (4) years.
- (3) Restricted Stock Unit fully vests on this date
- (4) Each restricted stock unit represents a contingent right to receive one share of GNSS common stock

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.