Edgar Filing: SILICON GRAPHICS INC - Form 4

SILICON GR	APHICS INC									
Form 4										
December 05,	, 2006									
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL	
	▪ UNITEI	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287
Check this				0 /					Expires:	January 31,
if no longe subject to	STATE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP								2005
Section 16		SECURITIES							Estimated a burden hour	
Form 4 or									response	0.5
Form 5 obligations	^	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
may contin				•	•	•		1935 or Section	n	
See Instruc	ction	30(h)	of the Inv	estment C	Company	Act o	of 194	0		
1(b).										
(Print or Type Ro	esponses)									
	Idress of Reportin	ng Person <u>*</u>		Name and	Ticker or Ti	ading		5. Relationship of Issuer	Reporting Pers	on(s) to
Parry David	witchaei		Symbol			100		135001		
			SILICOI	N GRAPH	IICS INC	[8G	ICJ	(Chec	k all applicable)
(Last)	(First)	(Middle)		Earliest Tra	nsaction					
	N GRAPHICS	1	(Month/Da	-				Director X Officer (give		Owner r (specify
	RITTENDEN		12/01/20	100				below)	below)	
1100., 1200 C								SVP & Proc	luct General M	anager
	(Street)			dment, Date	e Original			6. Individual or Jo	int/Group Filin	g(Check
			Filed(Mont	h/Day/Year)				Applicable Line) _X_ Form filed by C)ne Reporting Pe	rson
MOUNTAIN	VIEW, CA 9	4043						Form filed by M		
MOONTAIN	(VILW, CA)	-0-5						Person		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative Se	curiti	es Acq	uired, Disposed of	, or Beneficial	ly Owned
1.Title of	2. Transaction I			3.				5. Amount of	6. Ownership	
Security (Instr. 3)	(Month/Day/Ye	ar) Executi any	on Date, if	Code	on(A) or Dis (D)	posed	of	Securities Beneficially	Form: Direct (D) or	Beneficial
(msu: 5)		•	/Day/Year)	(Instr. 8) (Instr. 3,		4 and 5)		Owned 1	Indirect (I)	Ownership
								Following	(Instr. 4)	(Instr. 4)
						(A)		Reported Transaction(s)		
				Code V	A	or	Daire	(Instr. 3 and 4)		
Restricted				Code V	Amount	(D)	Price			
Stock Units	12/01/2006	(2)		А	12,554 (3)	А	\$0	12,554	D	

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

(1)

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 2 4. 7. Title and Amount of 8 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Γ Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) S Price of (Month/Day/Year) (Instr. 8) (Instr. 3) Acquired (A) (Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Amount Expiration Date or Title Exercisable Date Number Code V (A) (D) of Shares Common Stock Stock, par Option \$18.03 (2)(5) 12/01/2006 37,663 11/30/2013 value Α 37,663 (right to (4) \$0.01 per buy) share

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Parry David Michael C/O SILICON GRAPHICS, INC. 1200 CRITTENDEN LANE MOUNTAIN VIEW, CA 94043			SVP & Product General Manager				
Signatures							

/s/ David M. Parry	12/05/2006		
<u>**</u> 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) This represents an award of restricted stock units. Each unit will entitle the Reporting Person to one share of the Issuer's common stock upon vesting.
- (2) Not applicable.
- (3) 33% of the restricted stock units vest on the first anniversary of the grant date with an additional 8.325% vesting following the completion of each three-month period thereafter until fully vested so that this award shall be fully vested 36 months after the date of grant.
- (4) Fair Market Value equals the average of the high and low prices of the Common Stock on the date of grant.
- (5) 25% of the option vests on the first anniversary of the grant date with an additional 6.25% vesting following the completion of each three-month period thereafter until fully vested so that this option shall be fully vested 48 months after the date of grant.

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.