SILICON GRAPHICS INC

Form 4

December 05, 2006

Check this box

if no longer

subject to

Section 16.

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Weinert Barry J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

SILICON GRAPHICS INC [SGIC]

(Middle)

(Check all applicable)

C/O SILICON GRAPHICS,

(Street)

(Month/Day/Year) 12/01/2006

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

VP and General Counsel

INC., 1200 CRITTENDEN LANE

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

3.

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

Person

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

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

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

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4)

Reported Transaction(s) Price

(A) (Instr. 3 and 4) Code V Amount (D)

Restricted Stock Units

(1)

(2) 12/01/2006

9,206 A (3)

\$0 9,206

D

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

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.

SEC 1474 (9-02)

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

Edgar Filing: SILICON GRAPHICS INC - 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 orDerivative 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)	\$ 18.03 (4)	12/01/2006	<u>(2)</u>	A	27,619	<u>(5)</u>	11/30/2013	Common Stock, par value \$0.01 per share	27,619

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Weinert Barry J C/O SILICON GRAPHICS, INC. 1200 CRITTENDEN LANE MOUNTAIN VIEW, CA 94043

VP and General Counsel

Signatures

Reporting Person

/s/ Barry
Weinert

**Signature of 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.
- 33% of the restricted stock units will 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 the
- (3) completion of each three-month period thereafter until fully vested so that this award shall be fully vested 36 months after the date of the 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.

Reporting Owners 2