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Rosengard Andrew Form 4 March 14, 2011	w B									
									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 d average ours per e 0.5	
(Print or Type Respon	ises)									
Rosengard Andrew B S			2. Issuer Name and Ticker or Trading Symbol NEOMAGIC CORP [NMGC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (I 2372-A QUME D	, , , , , , , , , , , , , , , , , , ,	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/12/2011				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) 4. If Amendment, Day Filed(Month/Day/Year) SAN JOSE, CA 95131				-	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	for each cla	ass of sect	urities benef	Perso inform requir	ns who rest nation cont ed to respo ys a curren	or indirectly. spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

	Derivative Security				Disposed o (Instr. 3, 4, 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Stock option (right to buy)	\$ 0.03	03/12/2011	A		390,000		03/12/2013 <u>(1)</u>	03/12/2017	Common stock	390,0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rosengard Andrew B 2372-A QUME DRIVE SAN JOSE, CA 95131	X						
Signatures							
Charlotte Willson for Andrew H Rosengard	3.	03/	/14/2011				

**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 stock options were granted on March 11, 2011 and are effective March 12, 2011, pursuant to the Company 2003 Stock Plan, as
 (1) amended. The shares subject to such option grant shall vest and become exercisable on each monthly anniversary of March 11, 2011 over a two year period, assuming continued service with the Company, on each scheduled vesting date.

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.