

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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STATEMENT OF CHANGES IN 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(f) of the
Investment Company Act of 1940

| | | | | | |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| Carlson Randolph K | | CIRRUS LOGIC INC [CRUS] | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Supply Chain | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 2901 VIA FORTUNA | | 1/31/2011 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| AUSTIN, TX 78746 | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | | | | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 1/31/2011 | | M | | 625 | A | \$6.63 | 625 | D | |
| Common Stock | 1/31/2011 | | S (I) | | 625 | D | \$21.2009 | 0 | D | |
| Common Stock | 1/31/2011 | | M | | 2500 | A | \$5.55 | 2500 | D | |
| Common Stock | 1/31/2011 | | S (I) | | 2500 | D | \$21.2009 | 0 | D | |
| Common Stock | 1/31/2011 | | M | | 1354 | A | \$5.53 | 1354 | D | |
| Common Stock | 1/31/2011 | | S (I) | | 1354 | D | \$21.2009 | 0 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Incentive Stock Option (right to buy) | \$5.53 | 1/31/2011 | | M | | 1354 | (2) | 12/2/2019 | Common Stock | 1354 | \$0 | 3646 | D | |
| Incentive Stock Option (right to buy) | \$5.55 | 1/31/2011 | | M | | 2500 | (3) | 10/7/2019 | Common Stock | 2500 | \$0 | 5500 | D | |
| Incentive Stock Option (right to buy) | \$6.63 | 1/31/2011 | | M | | 625 | (4) | 6/4/2018 | Common Stock | 625 | \$0 | 1771 | D | |

Explanation of Responses:

- (1) The sales price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.19 to \$21.23. The reporting person will provide full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to any security holder of Cirrus Logic, Inc. or the staff of the Securities and Exchange Commission, upon request.
- (2) This incentive employee stock option grant was granted to the reporting person on 12/2/2009 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 12/2/2010. The remaining 75% of the shares began vesting in 36 equal monthly installments on 1/2/2011. The option will be fully vested and exercisable on 12/2/2013.
- (3) This incentive employee stock option grant was granted to the reporting person on 10/7/2009 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 10/7/2010. The remaining 75% of the shares began vesting in 36 equal monthly installments on 11/7/2010. The option will be fully vested and exercisable on 10/7/2013.
- (4) This incentive employee stock option grant was granted to the reporting person on 6/4/2008 and vests over a 4-year schedule as follows: 25% of the shares vested and became exercisable on 6/4/2009. The remaining 75% of the shares began vesting in 36 equal monthly installments on 7/4/2009. The option will be fully vested and exercisable on 6/4/2012.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carlson Randolph K 2901 VIA FORTUNA AUSTIN, TX 78746 | | | VP, Supply Chain | |

Signatures

Randolph K. Carlson

2/2/2011

Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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