

SILICON LABORATORIES INC
 Form 4
 December 23, 2005

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GAY GARY R

2. Issuer Name and Ticker or Trading Symbol
**SILICON LABORATORIES INC
 [SLAB]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
4635 BOSTON LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

AUSTIN, TX 78735
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$0.0001 par value | 12/21/2005 | | J ⁽¹⁾ | 28,875 D | \$ 0 24,609 | D | |

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

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SEC 1474 (9-02)

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

| 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. Transaction 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 (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|----------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 24.3 | 12/13/2005 | | J | V 285 | 06/13/2005 ⁽²⁾ | 06/13/2012 | Common Stock, \$0.0001 par value |
| Incentive Stock Option (right to buy) | \$ 48.88 | 12/13/2005 | | J | V 3,068 | 10/16/2002 ⁽⁴⁾ | 09/20/2010 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 15.44 | 12/13/2005 | | J | V 9,333 | 03/16/2001 ⁽⁶⁾ | 03/16/2011 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 22.63 | 12/13/2005 | | J | V 8,667 | 07/18/2001 ⁽⁸⁾ | 07/18/2011 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 33.17 | 12/13/2005 | | J | V 3,750 | 08/10/2005 ⁽¹⁰⁾ | 08/10/2014 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 38.5 | 12/13/2005 | | J | V 5,625 | 08/18/2004 ⁽¹⁰⁾ | 08/18/2013 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 15.1 | 12/13/2005 | | J | V 9,000 | 10/16/2002 ⁽⁴⁾ | 09/21/2011 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 20.19 | 12/13/2005 | | J | V 833 | 10/24/2005 ⁽¹⁴⁾ | 10/24/2012 | Common Stock, \$0.0001 par value |

| | | | | | | | | |
|-------------------------------------------------|----------|------------|---|---|-------|---------------------------|------------|-------------------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 24.3 | 12/13/2005 | J | V | 2,839 | 06/13/2005 ⁽²⁾ | 06/13/2012 | Common Stock, \$0.0001 par value |
| Non-Qualified Stock Option (right to buy) | \$ 48.88 | 12/13/2005 | J | V | 6,932 | 10/16/2002 ⁽⁴⁾ | 09/20/2010 | Common Stock, \$0.0001 par value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GAY GARY R 4635 BOSTON LANE AUSTIN, TX 78735 | | | Vice President | |

Signatures

Bruce A. Maurer, Power of Attorney for Gary
R. Gay

12/23/2005

__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) Transfer represents a pre-marital dissolution partition of community property.
- (2) The Option becomes exercisable as it vests in a series of twelve (12) successive equal monthly installments measured from June 13, 2005.
- (3) On December 13, 2005 options to acquire 285 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (4) The Option becomes exercisable as it vests in a series of thirty six (36) successive equal monthly installments measured from October 16, 2002.
- (5) On December 13, 2005 options to acquire 3,068 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (6) The Option becomes exercisable as it vests in a series of sixty (60) successive equal monthly installments measured from March 16, 2001.
- (7) On December 13, 2005 options to acquire 9,333 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (8) The Option becomes exercisable as it vests in a series of sixty (60) successive equal monthly installments measured from July 18, 2001.
- (9) On December 13, 2005 options to acquire 8,667 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (10) Option vests and becomes exercisable with respect to (i) twenty percent (20%) of the option shares upon optionee's completion of one year of service measured from the grant date and (ii) the balance of the option shares in a series of forty-eight (48) successive monthly installments over the forty-eight (48) month period measured from the first year anniversary of the grant date.
- (11) On December 13, 2005 options to acquire 3,750 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.

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- (12) On December 13, 2005 options to acquire 5,625 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (13) On December 13, 2005 options to acquire 9,000 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (14) The Option becomes exercisable as it vests in a series of twelve (12) successive equal monthly installments measured from October 24, 2005.
- (15) On December 13, 2005 options to acquire 833 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (16) On December 13, 2005 options to acquire 2,839 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (17) On December 13, 2005 options to acquire 6,932 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
- (18) Not applicable per instruction 4(c)(iii).

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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