MURRAY KENNETH

Form 4

March 01, 2006

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction 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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

MURRAY KENNETH

1. Name and Address of Reporting Person *

			GENESIS MICROCHIP INC /DE [GNSS]					(Check all applicable)			
()			(Month/I	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2006				Director 10% OwnerX_ Officer (give title Other (specify below)			
(Street) 4. If Amer			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
ALVISO, C	1 1100 (1110)	1 Hea(Wollin Day/ Teal)				_X_Form filed by One Reporting PersonForm filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative S	Securi	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or				of (D)	5. Amount of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Shares	02/27/2006			S	938 (1)	D	\$ 21.42	0	D		
Common Shares	02/27/2006			M	16,667	A	\$ 17	16,667	D		
Common Shares	02/27/2006			M	13,335	A	\$ 17	30,002	D		
Common Shares	02/27/2006			M	16,250	A	\$ 7.5	46,252	D		
Common Shares	02/27/2006			M	4,375	A	\$ 16.8	50,627	D		

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

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Common Shares	02/27/2006	M	8,750	A	\$ 15.62	59,377	D
Common Shares	02/27/2006	S	59,377	D	\$ 21.35	0	D

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

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(9-02)

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. 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 o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to Buy)	\$ 17	02/27/2006		M		16,667	08/03/2001(2)	08/03/2010	Common Shares	16,66
Stock Options (Right to Buy)	\$ 17	02/27/2006		M		13,335	08/03/2001(3)	08/03/2010	Common Shares	13,335
Stock Options (Right to Buy)	\$ 7.5	02/27/2006		M		16,250	07/22/2003(3)	07/22/2012	Common Shares	16,250
Stock Options (Right to Buy)	\$ 16.8	02/27/2006		M		4,375	05/16/2004(3)	05/16/2013	Common Shares	4,375
Stock Options (Right to Buy)	\$ 15.62	02/27/2006		M		8,750	05/26/2005(3)	05/26/2014	Common Shares	8,750

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MURRAY KENNETH 2150 GOLD STREET ALVISO, CA 95002

VP Human Resources

Signatures

/s/ Ava Hahn, Attorney-in-Fact 03/01/2006

**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) These shares were acquired under the Company's 1997 Employee Stock Purchase Plan.
- (2) 1/2 of the total number of shares become exercisable on this date and an additional 1/24th of the total number of shares become exercisable each month thereafter.
- (3) 25% of the total number of shares become exercisable on this date and an additional 1/48th of the total number of shares become exercisable each month thereafter.

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.

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