Wu Bor-Tay Form 4 January 06, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Wu Bor-Tay

2. Issuer Name and Ticker or Trading Symbol

GSI TECHNOLOGY INC [GSIT]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

GSI TECHNOLOGY, INC., 6F-1, NO. 30, TAI-YUAN STREET

01/05/2011

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

below) VP, Taiwan Operations

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person n Dominative Committee Apprimed Disposed of an Domeficially Or

CHU PEI CITY, F5 30288

(City)	(State)	Tab	le I - Non-	Derivative	Secur	nties Acqui	red, Disposed of,	or Beneficial	ly 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. Securit omr Dispos (Instr. 3,	ed of	1	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	01/05/2011		M	20,625	A	\$ 5.4	20,625	D	
Common Stock	01/05/2011		M	20,625	A	\$ 2.1	41,250	D	
Common Stock	01/05/2011		S	41,250 (1)	D	\$ 8.1008	0	D	

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

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number.

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)	TransactionDerivative Code Securities		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)	\$ 5.4	01/05/2011		M	20,625	(2)	05/25/2011	Common Stock	20,625	
Stock Option (right to buy)	\$ 2.1	01/05/2011		M	20,625	(3)	07/15/2013	Common Stock	20,625	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wu Bor-Tay GSI TECHNOLOGY, INC. 6F-1, NO. 30, TAI-YUAN STREET CHU PEI CITY, F5 30288

VP, Taiwan Operations

Signatures

/s/ Douglas Schirle, Attorney-in-Fact

01/06/2011

**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).
- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 22, 2010.
- (2) Options were granted on May 25, 2001 and became 100% vested on January 13, 2005
- (3) Options were granted on July 15, 2003 and became 100% vested on January 13, 2006.

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

Reporting Owners 2

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