Edgar Filing: OPTI INC - Form 4

OPTLINC

Form 4	0000											
October 07, 2									OMB A	PPROVAL		
FORM	UNITE	D STATES			AND EX , D.C. 20		NGE (COMMISSION	OMB Number:	3235-0287		
Check this if no long subject to Section 10 Form 4 or	er STATI 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hou response	irs per		
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940							on					
(Print or Type R	esponses)											
S. MUOIO & CO. LLC Sy			Symbol	2. Issuer Name and Ticker or Trading Symbol OPTI INC [OPTI.OB]					5. Relationship of Reporting Person(s) to Issuer			
(Last) 509 MADIS 406	(First)	(Middle)	3. Date of (Month/D 10/03/20	ay/Year)	ransaction			(Chec Director Officer (give below)	ck all applicable \underline{X}_{109} title \underline{M}_{109} title \underline{M}_{109} Oth below)			
	(Street) 4. If Amend Filed(Month				-	1		 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person 				
NEW YORK	K, NY 10022							Form filed by _X_ Form filed by Person				
(City)	(State)	(Zip)	Tabl	e I - Non-	Derivative	Securi	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	Yransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		Code (Instr. 8)	Transaction(A) or Disposed of			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	10/03/2008			Р	6,248	А	\$ 1.84	1,573,320	Ι	Footnote (1)		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
S. MUOIO & CO. LLC 509 MADISON AVENUE SUITE 406 NEW YORK, NY 10022		Х		
SALVATORE MUOIO C/O S. MUOIO & CO. LLC 509 MADISON AVENUE SUITE 406 NEW YORK, NY 10022		Х		
Signatures				
S. Muoio & Co. LLC (+), By: /s/ Salvat Member	10/07/2008			
** Signature of Reporting	Person			Date
/s/ Salvatore Muoio (+)				10/07/2008

**Signature of Reporting Person

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).

These securities are held in the accounts of several investment partnerships and investment funds (collectively, the "Investment Vehicles") for which S. Muoio & Co. LLC ("SMC") serves as either general partner or investment manager. Salvatore Muoio is the

Date

(1) managing member of SMC. SMC and Mr. Muoio may be deemed to beneficially own the securities held by the Investment Vehicles by virtue of SMC's position as general partner or investment manager of the Investment Vehicles and Mr. Muoio's status as the managing member of SMC.

Remarks:

+ Each of the Reporting Person and the joint filer (individually, each a "Reporting Person" and collectively, the "Reporting Persons") disclaims beneficial ownership of the reported securities except to the extent of his or its pecuniary interest

therein. The Reporting Persons affirmatively disclaim being a "group" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

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.