

PIXELWORKS, INC  
Form 4  
July 30, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Woodall Neil D.

(Last) (First) (Middle)

224 AIRPORT PARKWAY, SUITE 400

(Street)

SAN JOSE, CA 95110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PIXELWORKS, INC [PXLW]

3. Date of Earliest Transaction (Month/Day/Year)  
07/26/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP DSP Eng. & Chief Architect

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                    | 07/26/2013                           | 07/26/2013   | F                              | 1,468 D \$ 3.38   | 10,434  | 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)

**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) | 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 Amount of Underlying Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy)  | \$ 1.13  |                                      |  |                                |   | <u>(1)</u>   | 10/06/2018  | Common Stock | 5,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 2.28  |                                      |  |                                |   | <u>(1)</u>   | 02/05/2018  | Common Stock | 2,000                      |
| Non-Qualified Stock Option (right to buy)  | \$ 2.36  |                                      |  |                                |   | <u>(1)</u>   | 02/09/2018  | Common Stock | 25,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 3.26  |                                      |  |                                |   | <u>(1)</u>   | 07/28/2016  | Common Stock | 15,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 3.38  |                                      |  |                                |   | <u>(1)</u>   | 09/30/2015  | Common Stock | 15,000                     |
| Non-Qualified Stock Option (right to buy)  | \$ 6.09  |                                      |  |                                |   | <u>(1)</u>   | 02/12/2017  | Common Stock | 2,333                      |
| Non-Qualified Stock Option (right to buy)  | \$ 7.47  |                                      |  |                                |   | <u>(2)</u>   | 12/04/2013  | Common Stock | 6,048                      |
| Non-Qualified Stock Option (right to buy)  | \$ 13.95   |                                      |  |                                |   | <u>(3)</u>   | 02/08/2016  | Common Stock | 5,333                      |
| Non-Qualified Stock Option (right to buy)  | \$ 21.06   |                                      |  |                                |   | <u>(4)</u>   | 07/16/2012  | Common Stock | 13,064                     |
| Non-Qualified Stock Option (right to buy)  | \$ 21.06   |                                      |  |                                |   | <u>(5)</u>   | 09/23/2013  | Common Stock | 16,666                     |
| Non-Qualified Stock Option                 | \$ 27.45   |                                      |  |                                |   | <u>(4)</u>   | 07/28/2014  | Common Stock | 25,000                     |

(right to buy)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Woodall Neil D.<br>224 AIRPORT PARKWAY<br>SUITE 400<br>SAN JOSE, CA 95110 |               |           | VP DSP Eng. & Chief Architect |       |

## Signatures

Neil D Woodall                      07/26/2013

\*\*Signature of                      Date  
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).
- (1) Becomes exercisable on a monthly basis over 3 years, commencing the last day of the month of the date of grant.
- (2) Options become exercisable over 18 months as follows: 33.3% on June 30, 2007 and 66.7% becoming exercisable at a rate of 5.56% on a monthly basis thereafter over 12 months, or through June 30, 2008.
- (3) The options become exercisable on a monthly basis at a rate of 10% in year 1, 20% in year 2, 30% in year 3 and 40% in year 4, which commences on the last day of the month the option is granted.
- (4) 25% vest on the last day of the month of the first anniversary of the date of grant, with the remaining 75% vesting ratably on a monthly basis thereafter over three years.
- (5) The option became exercisable on the grant date.

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.