

REDDY CHANDRASHEKAR M
Form 4
November 23, 2004

FORM 4

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

OMB APPROVAL

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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 *
REDDY CHANDRASHEKAR M

2. Issuer Name and Ticker or Trading Symbol
GENESIS MICROCHIP INC /DE [GNSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2150 GOLD STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2004

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

ALVISO, CA 95002
(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 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)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	An or Nu of
				(A)	(D)				
Stock Option (Right to Buy)	\$ 13.98	11/10/2004	D		6,662	<u>(1)</u>	11/11/2004	Common Shares	6
Stock Option (Right to Buy)	\$ 13.98	11/10/2004	A	6,662		<u>(1)</u>	05/30/2005 ⁽²⁾	Common Shares	6
Stock Option (Right to Buy)	\$ 12.81	11/10/2004	D		20,699	<u>(1)</u>	11/11/2004	Common Shares	20
Stock Option (Right to Buy)	\$ 12.81	11/10/2004	A	20,699		<u>(1)</u>	05/30/2005 ⁽³⁾	Common Shares	20
Stock Option (Right to Buy)	\$ 13.45	11/10/2004	D		18,985	<u>(1)</u>	11/11/2004	Common Shares	18
Common Shares (Right to Buy)	\$ 13.45	11/10/2004	A	18,985		<u>(1)</u>	05/30/2005 ⁽⁴⁾	Common Shares	18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDDY CHANDRASHEKAR M 2150 GOLD STREET ALVISO, CA 95002	X			

Signatures

/s/ Ava Hahn,
Attorney-in-Fact

11/23/2004

 **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) All shares are exercisable at this time.
- (2) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. The option was originally granted on August 12, 1999, expired on November 11, 2004, and was amended to expire on May 30, 2005.
- (3) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. The option was originally granted on October 16, 2000; expired on November 11, 2004 and was amended to expire on May 30, 2005.
- (4) Amendment of outstanding option resulting in deemed cancellation of option and grant of replacement option. The option was originally granted on April 25, 2001, expired on November 11, 2004 and was amended to expire on May 30, 2005.

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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