

Zhao Yang  
Form 4  
August 23, 2010

**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 \*  
Zhao Yang

(Last) (First) (Middle)

ONE TECH DRIVE, SUITE 325

(Street)

ANDOVER, MA 01810

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MEMSIC Inc [MEMS]

3. Date of Earliest Transaction (Month/Day/Year)  
08/18/2010

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)  
CHIEF EXECUTIVE OFFICER

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock <sup>(1)</sup>     | 08/18/2010                           |  | S                              |   | 700 D \$ 2.4  | 54,142   | D                                 |
| Common Stock <sup>(1)</sup>     | 08/18/2010                           |  | S                              |   | 500 D \$ 2.41   | 53,642   | D                                 |
| Common Stock <sup>(1)</sup>     | 08/18/2010                           |  | S                              |   | 100 D \$ 2.42   | 53,542   | D                                 |
| Common Stock <sup>(1)</sup>     | 08/18/2010                           |  | S                              |   | 200 D \$ 2.43   | 53,342   | D                                 |
| Common Stock <sup>(1)</sup>     | 08/19/2010                           |  | S                              |   | 251 D \$ 2.39   | 53,091   | D                                 |

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|                         |            |   |     |   |         |                               |   |
|-------------------------|------------|---|-----|---|---------|-------------------------------|---|
| Common Stock <u>(1)</u> | 08/19/2010 | S | 246 | D | \$ 2.4  | 52,845                        | D |
| Common Stock <u>(1)</u> | 08/19/2010 | S | 803 | D | \$ 2.41 | 52,042                        | D |
| Common Stock <u>(1)</u> | 08/19/2010 | S | 200 | D | \$ 2.42 | 51,842                        | D |
| Common Stock <u>(1)</u> | 08/20/2010 | S | 200 | D | \$ 2.32 | 51,642                        | D |
| Common Stock <u>(1)</u> | 08/20/2010 | S | 100 | D | \$ 2.33 | 51,542                        | D |
| Common Stock <u>(1)</u> | 08/20/2010 | S | 576 | D | \$ 2.35 | 50,966                        | D |
| Common Stock <u>(1)</u> | 08/20/2010 | S | 24  | D | \$ 2.36 | 50,942                        | D |
| Common Stock <u>(1)</u> | 08/20/2010 | S | 500 | D | \$ 2.37 | 50,442                        | D |
| Common Stock <u>(1)</u> | 08/20/2010 | S | 100 | D | \$ 2.38 | 50,342                        | D |
| Common Stock            |            |   |     |   |         | 841,271 <u>(2)</u> <u>(4)</u> | I |

See Footnote 3 (3)

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.**

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 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Zhao Yang<br>ONE TECH DRIVE, SUITE 325<br>ANDOVER, MA 01810 | X             |           | CHIEF EXECUTIVE OFFICER |       |

## Signatures

Yang Zhao,  
Ph.D. 08/23/2010

\_\_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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2010. Since the date of the reporting person's last ownership report, the reporting person transferred 649,637 shares of common stock to his ex-wife personally and as trustee of a trust, in each case pursuant to a domestic relations order. The reporting person no longer reports as beneficially owned any securities owned by his ex-wife.
- (2) Includes 240,363 shares of common stock held by the reporting person as trustee of the Yang Zhao Children's Grantor Retained Annuity Trust and 600,908 shares of common stock held by the reporting person as trustee of the Yang Zhao Grantor Retained Annuity Trust FBO Naifeng Yang.
- (3) Since the date of the reporting person's last ownership report, 208,729 shares of common stock were returned to the reporting person as the sole annuitant of the Yang Zhao Children's Grantor Retained Annuity Trust and the Yang Zhao Grantor Retained Annuity Trust FBO Naifeng Yang in satisfaction of annuity obligations.
- (4)

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.