

SIGMA DESIGNS INC
Form 5
March 14, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TRAN THINH Q

2. Issuer Name and Ticker or Trading Symbol
SIGMA DESIGNS INC [sigm]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2006

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
common stock	03/23/2005	Â	G	15,000	D	\$ 0	325,000	D	Â
common stock	04/07/2005	Â	G	15,000	D	\$ 0	310,000	D	Â
common stock	09/12/2005	Â	G	40,000	D	\$ 0	270,000	D	Â
Common Stock	12/22/2005	Â	G	30,000	D	\$ 0	240,000	D	Â
	01/03/2006	Â	G	40,000	D	\$ 0	200,000	D	Â

Common Stock										
Common Stock	03/23/2005	Â	G	15,000	A	\$ 0	91,293	I	See note (1) ⁽¹⁾	
common Stock	04/07/2005	Â	G	15,000	A	\$ 0	106,293	I	See note (1) ⁽¹⁾	
Common Stock	09/12/2005	Â	G	40,000	A	\$ 0	146,293	I	See note (1) ⁽¹⁾	
Common Stock	12/22/2005	Â	G	30,000	A	\$ 0	176,293	I	See note (1) ⁽¹⁾	
Common Stock	01/03/2006	Â	G	40,000	A	\$ 0	<u>216,293</u> ⁽¹⁾ <u>(2)</u>	I	See note (1) ⁽¹⁾	

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

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SEC 2270
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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. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAN THINK Q	Â X	Â	Â	Â
Â				

Signatures

/s/Think Tran 03/14/2006
 **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) End of period holdings by Mr. Tran's family trust reflects sales made by family trust in Fiscal 2006; such sales were previously reported in timely filed Forms 4, but reported as direct sales by Mr. Tran.
- (2) 216,293 shares are held by Think Q. Tran & Hanh Nguyen Tran UA Apr 12 89 Tran Family Trust Pursuant 16a-1(a)(4), reporting person disclaims beneficial ownership of 216,293 shares held by his family trust, except to the extent of his direct pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.