

BALAKRISHNAN BALU
Form SC 13G/A
February 11, 2009

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Power Integrations, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

739276103

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 739276103

Page 2 of 5 pages

1. NAME OF REPORTING PERSONS
Balakrishnan

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

- | | | |
|--------------|----|---------------------------|
| | 5. | SOLE VOTING POWER: |
| NUMBER OF | | 1,788,045 ⁽¹⁾ |
| SHARES | 6. | SHARED VOTING POWER: |
| BENEFICIALLY | | 0 |
| OWNED BY | | |
| EACH | 7. | SOLE DISPOSITIVE POWER: |
| REPORTING | | 1,788,045 ⁽¹⁾ |
| PERSON | | |
| WITH: | 8. | SHARED DISPOSITIVE POWER: |
| | | 0 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,788,045⁽¹⁾

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

6.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

(1) This does not include options to purchase 150,000 shares of Power Integrations common stock tendered pursuant to an issuer tender offer and accepted on December 31, 2008 as further described on a Form 4 filed with the Securities and Exchange Commission on January 5, 2009.

Item 1(a). Name of Issuer:

Power Integrations, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

5245 Hellyer Avenue
San Jose, California 95138

Item 2(a). Name of Person Filing:

Balu Balakrishnan

Item 2(b). Address of Principal Business Office or, if none, Residence:

c/o Power Integrations, Inc.
5245 Hellyer Avenue
San Jose, California 95138

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001 per share

Item 2(e). CUSIP Number:

739276103

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned: 1,788,045⁽¹⁾
- (b) Percent of Class: 6.1
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 1,788,045⁽¹⁾
 - (ii) Shared power to vote or to direct the vote 0
 - (iii) Sole power to dispose or to direct the disposition of 1,788,045⁽¹⁾
 - (iv) Shared power to dispose or to direct the disposition of 0

(1) This does not include options to purchase 150,000 shares of Power Integrations common stock tendered pursuant to an issuer tender offer and accepted on December 31, 2008 as further described on a Form 4 filed with the Securities and Exchange Commission on January 5, 2009.

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 9, 2009
Date

/s/ Balu Balakrishnan
Signature

Balu Balakrishnan
Name/Title