

CATALYST SEMICONDUCTOR INC  
 Form 4  
 October 15, 2008

**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 \*  
 GARRETTSON GARRETT A

2. Issuer Name and Ticker or Trading Symbol  
 CATALYST SEMICONDUCTOR INC [CATS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/10/2008

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

C/O CATALYST SEMICONDUCTOR INC., 2975 STENDER WAY

(Street)

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

SANTA CLARA, CA 95054

(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)	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)	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)**

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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
Right to buy (Common Stock)	\$ 2.49	10/10/2008	10/10/2008	D		15,000		<u>(1)</u>	02/25/2013	Common Stock	15,000
Right to buy (Common Stock)	\$ 7.49	10/10/2008	10/10/2008	D		15,000		<u>(2)</u>	05/03/2014	Common Stock	15,000
Right to buy (Common Stock)	\$ 4.6	10/10/2008	10/10/2008	D		15,000		<u>(3)</u>	05/02/2015	Common Stock	15,000
Right to buy (Common Stock)	\$ 4.91	10/10/2008	10/10/2008	D		15,000		<u>(4)</u>	05/01/2016	Common Stock	15,000
Right to buy (Common Stock)	\$ 3.84	10/10/2008	10/10/2008	D		15,000		<u>(5)</u>	05/01/2017	Common Stock	15,000
Right to buy (Common Stock)	\$ 4.29	10/10/2008	10/10/2008	D		15,000		<u>(6)</u>	05/01/2018	Common Stock	15,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARRETTSON GARRETT A C/O CATALYST SEMICONDUCTOR INC. 2975 STENDER WAY SANTA CLARA, CA 95054	X			

## Signatures

/s/ David P. Eichler, Atty-in-Fact Garrett A.  
Garrettson

10/14/2008

\_\_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 shares subject to this option were fully vested and exercisable on the date of grant. Upon effectiveness of the merger, this option was exchanged from an option to purchase 10,590 shares of ON Common Stock with an exercise price of \$3.53 per share, which option will terminate on the earlier of (i) the option expiration date or (ii) three years from the merger closing date.

(2) The shares subject to this option were fully vested and exercisable on the date of grant. Upon effectiveness of the merger, this option was exchanged from an option to purchase 10,590 shares of ON Common Stock with an exercise price of \$10.61 per share, which option will terminate on the earlier of (i) the option expiration date or (ii) three years from the merger closing date.

(3) The shares subject to this option were fully vested and exercisable on the date of grant. Upon effectiveness of the merger, this option was exchanged from an option to purchase 10,590 shares of ON Common Stock with an exercise price of \$6.52 per share, which option will terminate on the earlier of (i) the option expiration date or (ii) three years from the merger closing date.

(4) The shares subject to this option were fully vested and exercisable on the date of grant. Upon effectiveness of the merger, this option was exchanged from an option to purchase 10,590 shares of ON Common Stock with an exercise price of \$6.95 per share, which option will terminate on the earlier of (i) the option expiration date or (ii) three years from the merger closing date.

(5) The shares subject to this option were fully vested and exercisable on the date of grant. Upon effectiveness of the merger, this option was exchanged from an option to purchase 10,590 shares of ON Common Stock with an exercise price of \$5.44 per share, which option will terminate on the earlier of (i) the option expiration date or (ii) three years from the merger closing date.

(6) The shares subject to this option were fully vested and exercisable on the date of grant. Upon effectiveness of the merger, this option was exchanged from an option to purchase 10,590 shares of ON Common Stock with an exercise price of \$6.08 per share, which option will terminate on the earlier of (i) the option expiration date or (ii) three years from the merger closing date.

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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