

MURRAY KENNETH
Form 4
March 01, 2006

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 *
MURRAY KENNETH

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)
02/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Human Resources

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	02/27/2006		S	938 ⁽¹⁾ D \$ 21.42	0	D	
Common Shares	02/27/2006		M	16,667 A \$ 17	16,667	D	
Common Shares	02/27/2006		M	13,335 A \$ 17	30,002	D	
Common Shares	02/27/2006		M	16,250 A \$ 7.5	46,252	D	
Common Shares	02/27/2006		M	4,375 A \$ 16.8	50,627	D	

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Common Shares	02/27/2006	M	8,750	A	\$ 15.62	59,377	D
Common Shares	02/27/2006	S	59,377	D	\$ 21.35	0	D

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

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(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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 17	02/27/2006		M	16,667	08/03/2001 ⁽²⁾ 08/03/2010	Common Shares	16,667
Stock Options (Right to Buy)	\$ 17	02/27/2006		M	13,335	08/03/2001 ⁽³⁾ 08/03/2010	Common Shares	13,335
Stock Options (Right to Buy)	\$ 7.5	02/27/2006		M	16,250	07/22/2003 ⁽³⁾ 07/22/2012	Common Shares	16,250
Stock Options (Right to Buy)	\$ 16.8	02/27/2006		M	4,375	05/16/2004 ⁽³⁾ 05/16/2013	Common Shares	4,375
Stock Options (Right to Buy)	\$ 15.62	02/27/2006		M	8,750	05/26/2005 ⁽³⁾ 05/26/2014	Common Shares	8,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURRAY KENNETH 2150 GOLD STREET ALVISO, CA 95002			VP Human Resources	

Signatures

/s/ Ava Hahn,
Attorney-in-Fact

03/01/2006

__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) These shares were acquired under the Company's 1997 Employee Stock Purchase Plan.
 - (2) 1/2 of the total number of shares become exercisable on this date and an additional 1/24th of the total number of shares become exercisable each month thereafter.
 - (3) 25% of the total number of shares become exercisable on this date and an additional 1/48th of the total number of shares become exercisable each month thereafter.

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.