

Drapkin Matthew A
 Form 4
 November 20, 2013

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 *
 Becker Drapkin Management, L.P.

2. Issuer Name and Ticker or Trading Symbol
 PIXELWORKS, INC [PXLW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 500 CRESCENT COURT, SUITE 230,

3. Date of Earliest Transaction (Month/Day/Year)
 11/18/2013

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

(Street)
 DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 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 Stock	11/18/2013		S		109,943	D	\$ 4.511 1,586,914	I	See Footnotes (1) (2) (3) (4) (5)
Common Stock	11/18/2013		S		16,271	D	\$ 4.511 234,857	I	See Footnotes (1) (2) (3) (4) (6)
Common Stock	11/18/2013		S		56,858	D	\$ 4.511 820,688	I	See Footnotes (1) (2) (3) (4) (7)

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Common Stock	11/19/2013	S	11,359	D	\$ 4.2713	1,575,555	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	11/19/2013	S	1,681	D	\$ 4.2713	233,176	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>
Common Stock	11/19/2013	S	5,875	D	\$ 4.2713	814,813	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(7)</u>
Common Stock	11/19/2013	S	5,544	D	\$ 4.3385	1,570,011	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	11/19/2013	S	820	D	\$ 4.3385	232,356	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>
Common Stock	11/19/2013	S	2,867	D	\$ 4.3385	811,946	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(7)</u>
Common Stock	11/19/2013	S	31,900	D	\$ 4.2953	1,538,111	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	11/19/2013	S	4,721	D	\$ 4.2953	227,635	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>
Common Stock	11/19/2013	S	16,498	D	\$ 4.2953	795,448	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(7)</u>
Common Stock	11/20/2013	S	36,573	D	\$ 4.2372	1,501,538	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock	11/20/2013	S	5,413	D	\$ 4.2372	222,222	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(6)</u>
	11/20/2013	S	18,914	D		776,534	I	

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Common Stock	\$						See Footnotes (1) (2) (3) (4) (7)
	4.2372						
Common Stock		21,933			I		See Footnotes (1) (2) (3) (4) (8) (9)

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Drapkin Management, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201		X		
BECKER DRAPKIN PARTNERS (QP), L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201		X		
BECKER DRAPKIN PARTNERS, L.P. 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201		X		
		X		

BD Partners IV, L.P.
500 CRESCENT COURT
SUITE 230
DALLAS, TX 75201

BC Advisors LLC
500 CRESCENT COURT
SUITE 230
DALLAS, TX 75201

Becker Steven R
500 CRESCENT COURT
SUITE 230
DALLAS, TX 75201

Drapkin Matthew A
500 CRESCENT COURT
SUITE 230
DALLAS, TX 75201

X

X

X

X

Signatures

See Exhibit 99.1

11/20/2013

**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) This statement is filed by and on behalf of each of Becker Drapkin Management, L.P. ("BD Management"), Becker Drapkin Partners (QP), L.P. ("QP Fund"), Becker Drapkin Partners, L.P. ("LP Fund"), BD Partners IV, L.P. ("BD Partners IV"), BC Advisors, LLC ("BC Advisors"), Steven R. Becker and Matthew A. Drapkin. QP Fund, LP Fund, BD Partners IV and Mr. Becker are the direct beneficial owners of the securities covered by this statement.

(2) BD Management is the general partner of each of QP Fund, LP Fund and BD Partners IV and may be deemed to beneficially own securities owned by QP Fund, LP Fund and BD Partners IV. BC Advisors is the general partner of BD Management and may be deemed to beneficially own securities owned by BD Management. Mr. Becker and Mr. Drapkin are the co-managing members of BC Advisors and may be deemed to beneficially own securities owned by BC Advisors.

(3) Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

(4) Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

(5) Represents shares directly beneficially owned by QP Fund.

(6) Represents shares directly beneficially owned by LP Fund.

(7) Represents shares directly beneficially owned by BD Partners IV.

(8) Represents shares directly beneficially owned by Mr. Becker.

(9) Includes 8,000 shares of restricted stock which vest on May 9, 2014 and were granted pursuant to the Pixelworks, Inc. 2006 Stock Incentive Plan.

Remarks:

Exhibit Index

Exhibit 99.1 - Signatures (filed herewith)

Exhibit 99.2 - Joint Filer Information (filed herewith)

Exhibit 99.3 - Joint Filing Agreement (filed herewith)

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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