

SILICON LABORATORIES INC
 Form 4
 December 28, 2004

FORM 4

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

OMB APPROVAL

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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 *
 SOOCH NAVDEEP S

2. Issuer Name and Ticker or Trading Symbol
 SILICON LABORATORIES INC
 [SLAB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 4635 BOSTON LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/27/2004

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

AUSTIN, TX 78735
 (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 Ownership (Instr. 4)
				Code	V Amount or Price			
Common Stock, \$0.0001 par value	12/27/2004		S	28,016 ⁽¹⁾	D	\$ 35.0768 ⁽²⁾ 1,505,369	D	
Common Stock, \$0.0001 par value	12/27/2004		S	1,681 ⁽¹⁾	D	\$ 35.0768 ⁽²⁾ 89,838	I	By Libra II, L.P. ⁽³⁾
Common Stock, \$0.0001 par value	12/27/2004		S	560 ⁽¹⁾	D	\$ 35.0768 ⁽²⁾ 13,112	I	David T. Sooch Trust ⁽⁴⁾

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Common Stock, \$0.0001 par value	12/27/2004	S	560 ⁽¹⁾	D	\$ 35.0768 ⁽²⁾	13,112	I	Kelly A. Sooch Trust ⁽⁴⁾
Common Stock, \$0.0001 par value	12/27/2004	S	560 ⁽¹⁾	D	\$ 35.0768 ⁽²⁾	13,112	I	Kevin S. Sooch Trust ⁽⁴⁾

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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 15.1					09/21/2001 ⁽⁵⁾	09/21/2011	Common Stock, \$0.0001 par value	16,
Non-Qualified Stock Option (right to buy)	\$ 15.1					10/21/2001 ⁽⁷⁾	09/21/2011	Common Stock, \$0.0001 par value	125
Non-Qualified Stock Option (right to buy)	\$ 24.3					07/13/2005 ⁽⁹⁾	06/13/2012	Common Stock, \$0.0001 par value	100
Non-Qualified Stock Option (right to buy)	\$ 33.17					08/10/2005 ⁽¹¹⁾	08/10/2014	Common Stock, \$0.0001 par value	1,1
	\$ 38.5					08/18/2004 ⁽¹¹⁾	08/18/2013		10,

Non-Qualified
Stock Option
(right to buy)

Common
Stock,
\$0.0001
par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOOCH NAVDEEP S 4635 BOSTON LANE AUSTIN, TX 78735		X		

Signatures

Bruce A. Maurer, Power of Attorney for Navdeep S.
Sooch

12/28/2004

__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) Shares sold pursuant to reporting person's 10(b)5-1 plan.
 - (2) Price represents the weighted average selling price. Prices range between \$35.00 and \$35.25.
 - (3) These shares are held in a family limited partnership.
 - (4) These shares are held in a trust for the benefit of the reporting person's children. The reporting person is co-trustee of the trust.
 - (5) This option is 100% vested and exercisable on the date of grant.
 - (6) On December 13, 2004 options to acquire 16,500 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
 - (7) This option becomes exercisable as it vests in a series of sixty (60) successive equal monthly installments measured from the date of grant.
 - (8) On December 13, 2004 options to acquire 125,000 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
 - (9) The option becomes exercisable as it vests in a series of twelve (12) successive equal monthly installments measured from June 13, 2005.
 - (10) On December 13, 2004 options to acquire 100,000 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
Option vests and becomes exercisable with respect to (i) twenty percent (20%) of the option shares upon optionee's completion of one year of service measured from the grant date and (ii) the balance of the option shares in a series of forty-eight (48) successive monthly installments over the forty-eight (48) month period measured from the first year anniversary of the grant date.
 - (12) On December 13, 2004 options to acquire 12,500 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.
 - (13) On December 13, 2004 options to acquire 10,000 shares of common stock were transferred by the reporting person pursuant to a domestic relations order.

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.