

GENESIS MICROCHIP INC /DE
Form 4
May 19, 2005

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 *
REDDY CHANDRASHEKAR M

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2005

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

2150 GOLD STREET

(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

ALVISO, CA 95002

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Shares | 05/17/2005 | | M | | 6,662 A \$ 13.98 | 188,217 | D |
| Common Shares | 05/17/2005 | | M | | 18,985 A \$ 13.45 | 207,202 | D |
| Common Shares | 05/17/2005 | | S | | 2,000 D \$ 16.34 | 205,202 | D |
| Common Shares | 05/17/2005 | | S | | 918 D \$ 16.35 | 204,284 | D |
| Common Shares | 05/17/2005 | | S | | 4,044 D \$ 16.36 | 200,240 | D |

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| | | | | | | | |
|---------------|------------|---|-------|---|-----------|---------|---|
| Common shares | 05/17/2005 | S | 4,185 | D | \$ 16.37 | 196,055 | D |
| Common Shares | 05/17/2005 | S | 500 | D | \$ 16.38 | 195,555 | D |
| Common Shares | 05/17/2005 | S | 2,000 | D | \$ 16.375 | 193,555 | D |
| Common Shares | 05/17/2005 | S | 2,000 | D | \$ 16.396 | 191,555 | D |
| Common Shares | 05/17/2005 | S | 2,000 | D | \$ 16.399 | 189,555 | D |
| Common Shares | 05/17/2005 | S | 2,000 | D | \$ 16.379 | 187,555 | D |
| Common Shares | 05/17/2005 | S | 2,000 | D | \$ 16.376 | 185,555 | D |
| Common Shares | 05/17/2005 | S | 2,000 | D | \$ 16.355 | 183,555 | D |
| Common Shares | 05/17/2005 | S | 2,000 | D | \$ 16.352 | 181,555 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Option (Right to Buy) | \$ 13.98 | 05/17/2005 | | M | 6,662 | 09/12/1999 ⁽¹⁾ 05/30/2005 | Common Shares | 6,662 |
| Stock Option (Right to Buy) | \$ 13.45 | 05/17/2005 | | M | 18,985 | 05/21/2001 ⁽¹⁾ 05/30/2005 | Common Shares | 18,985 |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REDDY CHANDRASHEKAR M 2150 GOLD STREET ALVISO, CA 95002 | X | | | |

Signatures

/s/ Michael Healy,
Attorney-in-Fact

05/19/2005

 **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) 1/48th 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.
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