MEMSIC Inc
Form 3
December 18, 2007

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â SAALFIELD JAMES A

(Last) (First) (Middle)

1601 TRAPELO RD.,Â SUITE 289

(Street)

WALTHAM,Â MAÂ 02451

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/13/2007

3. Issuer Name **and** Ticker or Trading Symbol
MEMSIC Inc [MEMS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

						(Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	2,272,500	$ (1)	I	By Still River Fund II LP
Series B Convertible Preferred Stock	Â (2)	Â (2)	Common Stock	605,607	$ (2)	I	By Still River Fund II LP

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAALFIELD JAMES A 1601 TRAPELO RD. SUITE 289 WALTHAM,Â MAÂ 02451	Â X	Â	Â	Â

Signatures

/s/ James A. Saalfield	12/15/2007
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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 Series A Convertible Preferred Stock is automatically converted into MEMSIC, Inc. common stock upon the closing of the Issuer's initial public offering at a conversion rate of one share of Series A Preferred Stock convertible to 0.5 share of common stock which takes into account the Issuer's one-for-two reverse stock split effected on November 9, 2007.

(2) The Series B Convertible Preferred Stock is automatically converted into MEMSIC, Inc. common stock upon the closing of the Issuer's initial public offering at a conversion rate of one share of Series B Preferred Stock convertible to 0.5 share of common stock which takes into account the Issuer's one-for-two reverse stock split effected on November 9, 2007.

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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