

CATALYST SEMICONDUCTOR INC
Form 4
September 26, 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 *
GAY THOMAS E III

2. Issuer Name and Ticker or Trading Symbol
CATALYST SEMICONDUCTOR INC [CATS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, VP Finance & Admin.

C/O CATALYST SEMICONDUCTORS, 1250 BORREGAS AVE

(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

SUNNYVALE, CA 94089

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/22/2006	09/22/2006	M		25,000	A	\$ 0.125
Common Stock	09/22/2006	09/22/2006	S		12,500	D	\$ 3.25
Common Stock	09/22/2006	09/22/2006	S		8,318	D	\$ 3.26
Common Stock	09/22/2006	09/22/2006	S		5,300	D	\$ 3.28
	09/25/2006	09/25/2006	S		10,200	D	\$ 3.23

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Common Stock								
Common Stock	09/25/2006	09/25/2006	S	300	D	\$ 3.24	38,382	D
Common Stock	09/25/2006	09/25/2006	S	2,000	D	\$ 3.25	36,382	D
Common Stock	09/25/2006	09/25/2006	S	1,010	D	\$ 3.26	35,372	D
Common Stock	09/26/2006	09/26/2006	S	6,457	D	\$ 3.23	28,915	D
Common Stock	09/26/2006	09/26/2006	S	3,915	D	\$ 3.24	25,000	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to Buy (Common Stock)	\$ 0.125	09/22/2006	09/22/2006	M	25,000	12/08/1998	12/08/2008	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
GAY THOMAS E III C/O CATALYST SEMICONDUCTORS 1250 BORREGAS AVE SUNNYVALE, CA 94089	Director 10% Owner Officer CFO, VP Finance & Admin. Other

Signatures

Thomas E Gay
III

09/26/2006

__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).

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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