FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] GIBSON C SCOTT						2. Issuer Name and Ticker or Trading Symbol <u>PIXELWORKS, INC</u> [PXLW]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/17/2010									Offic belo	er (give title w)	Other below	(specify)	
16760 SW UPPER BOONES FERRY RD SUITE 101						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) PORTLAND OR 97224					-										X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(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/						Exe if an	Deemed ecution Date, ny onth/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (Disposed Of (D) (Instr. 3 and 5)				Secur	ficially d	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amoun	nt (#) or)	Price	Repo Trans		(1150.4)	(1130. 4)	
Common Stock				02/17/2010				Р		8,43	33	A	\$3.32	7 1	3,433	D			
Common Stock 02/18/20					2010)10			Р		2,00	00	A	\$3.42	2 1	5,433	D		
Common Stock																4,333	Ι	by Spouse	
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)	ative Conversion Date Execut rity or Exercise (Month/Day/Year) if any				4. Transac	4. Transaction Code (Instr.		5. n Number			ble and 7. Title an Amount o		and of es ing ve	8 C S (5. Price of Derivative Security Instr. 5)	derivative tive Securities by Beneficially	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		piration te	Title	or	ount nber res					
Non- Qualified Stock Option (right to buy)	\$1.37								(1)	05	/19/2015	Commo Stock	¹ 6,0	000		6,000	D		
Non- Qualified Stock Option (right to buy)	\$2.43								(1)	05	/20/2018	Commo Stock	¹ 3,3	333		3,333	D		
Non- Qualified Stock Option (right to buy)	\$4.14								(1)	05	/22/2017	Commo Stock	ⁿ 3,3	333		3,333	D		

Explanation of Responses:

1. 25% vest on the last day of the month of the first anniversary of the date of grant, with the remaining 75% vesting ratably on a monthly basis thereafter over three years.

 By: \s\ Shelley Hilderbrand
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 For: Scott C Gibson
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02/18/2010

** Signature of Reporting Person Date

OMB APPROVAL

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

 * 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.

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 Number.