

| 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**

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

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| 1. Name and Address of Reporting Person*<br><u>Woodall Neil D.</u><br><br>(Last) (First) (Middle)<br>224 AIRPORT PARKWAY<br>SUITE 400<br><br>(Street)<br>SAN JOSE CA 95110<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>PIXELWORKS, INC [ PXLW ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>VP DSP Eng. &amp; Chief Architect</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/31/2013</u>          |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |  |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-----------------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price                 |   |  |   |
| Common Stock                    | 07/31/2013                           |  | P                              |   | 2,795   | A          | \$1.91 <sup>(1)</sup> | 13,229  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$1.13   |                                      |  |                                |   |  |     | (2)  | 10/06/2018      | Common Stock  | 5,000                                      | 5,000  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$2.28   |                                      |  |                                |   |  |     | (2)  | 02/05/2018      | Common Stock  | 2,000                                      | 2,000  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$2.36   |                                      |  |                                |   |  |     | (2)  | 02/09/2018      | Common Stock  | 25,000                                     | 25,000   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$3.26   |                                      |  |                                |   |  |     | (2)  | 07/28/2016      | Common Stock  | 15,000                                     | 15,000   | D   |  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Non-Qualified Stock Option (right to buy)  | \$3.38   |                                      |  |                                |   |  |     | (2)  | 09/30/2015      | Common Stock  | 15,000                     |  | 15,000   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$6.09   |                                      |  |                                |   |  |     | (2)  | 02/12/2017      | Common Stock  | 2,333                      |  | 2,333  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$7.47   |                                      |  |                                |   |  |     | (3)  | 12/04/2013      | Common Stock  | 6,048                      |  | 6,048  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$13.95  |                                      |  |                                |   |  |     | (4)  | 02/08/2016      | Common Stock  | 5,333                      |  | 5,333  | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$21.06  |                                      |  |                                |   |  |     | (5)  | 07/16/2012      | Common Stock  | 13,064                     |  | 13,064   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$21.06  |                                      |  |                                |   |  |     | (6)  | 09/23/2013      | Common Stock  | 16,666                     |  | 16,666   | D   |  |
| Non-Qualified Stock Option (right to buy)  | \$27.45  |                                      |  |                                |   |  |     | (5)  | 07/28/2014      | Common Stock  | 25,000                     |  | 25,000   | D   |  |

**Explanation of Responses:**

- The reporting person is voluntarily reporting the acquisition of shares of the Company's common stock pursuant to the Company's Employee Stock Purchase Plan (ESPP) and the purchase price reflects the allowable discount allowed under the ESPP. This transaction is exempt under Rule 16b-3(c).
- Becomes exercisable on a monthly basis over 3 years, commencing the last day of the month of the date of grant.
- Options become exercisable over 18 months as follows: 33.3% on June 30, 2007 and 66.7% becoming exercisable at a rate of 5.56% on a monthly basis thereafter over 12 months, or through June 30, 2008.
- The options become exercisable on a monthly basis at a rate of 10% in year 1, 20% in year 2, 30% in year 3 and 40% in year 4, which commences on the last day of the month the option is granted.
- 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.
- The option became exercisable on the grant date.

Neil D Woodall

08/01/2013

\*\* Signature of Reporting Person      Date

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.

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