

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

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* <u>OLSEN HANS H</u> (Last) (First) (Middle) <u>8100 SW NYBERG RD.</u> (Street) <u>TUALATIN OR 97062</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PIXELWORKS, INC [PXLW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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							250,000	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
Non-Qualified Stock Option (right to buy)	\$0.81	05/20/2008		A		10,000		(1)	05/20/2018	Common Stock	10,000	\$0.81	10,000	D	
Incentive Stock Option (right to buy)	\$16.5							(2)	01/02/2012	Common Stock	5,493		5,493	D	
Incentive Stock Option (right to buy)	\$22.063							(2)	01/02/2011	Common Stock	21,045		21,045	D	
Non-Qualified Stock Option (right to buy)	\$0.77							(3)	04/01/2018	Common Stock	40,000		40,000	D	
Non-Qualified Stock Option (right to buy)	\$1.42							(4)	05/03/2017	Common Stock	83,340		83,340	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)	\$5.02							(4)	02/15/2016	Common Stock	13,813		13,813	D	
Non-Qualified Stock Option (right to buy)	\$6.25							(4)	12/20/2012	Common Stock	100,000		100,000	D	
Non-Qualified Stock Option (right to buy)	\$7.57							(4)	01/31/2013	Common Stock	100,000		100,000	D	
Non-Qualified Stock Option (right to buy)	\$9.48							(4)	03/04/2015	Common Stock	51,000		51,000	D	
Non-Qualified Stock Option (right to buy)	\$15.41							(4)	03/09/2014	Common Stock	100,000		100,000	D	
Non-Qualified Stock Option (right to buy)	\$16.5							(4)	01/02/2012	Common Stock	94,507		94,507	D	
Non-Qualified Stock Option (right to buy)	\$22.063							(4)	01/02/2011	Common Stock	66,455		66,455	D	

Explanation of Responses:

- 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.
- Mr. Olsen resigned from his position as President and Chief Executive Officer effective March 31, 2008 and was appointed to the Board of Directors effective April 1, 2008. These incentive stock options granted to Mr. Olsen while employed by Pixelworks were fully vested at resignation. If not exercised by June 30, 2008, they will be cancelled.
- Option granted to Mr. Olsen upon appointment to the Board of Directors effective April 1, 2008. 25% vests on the first anniversary date of the grant and the remaining 75% vests monthly over the following three years.
- Mr. Olsen resigned from his position as President and Chief Executive Officer effective March 31, 2008 and was appointed to the Board of Directors effective April 1, 2008. The vested portion of non-qualified stock options granted to Mr. Olsen while employed by Pixelworks as of March 31, 2008 (represented here) will remain outstanding until expiration or until three months following termination of his service on the Board of Directors.

By S. Hilderbrand For Hans H. Olsen 05/22/2008

** 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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