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| 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* <u>LAU YUE JOHN</u> (Last) (First) (Middle) 8100 SW NYBERG RD. (Street) TUALATIN OR 97062 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, Operations</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2004</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 | 01/30/2004 | | J ⁽¹⁾ | | 954 | A | \$5.117 | 25,995 | 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 | | | | | |
| Incentive Stock Option (right to buy) | \$0.33 | | | | | | | (2) | 03/03/2009 | Common Stock | 36,000 | 36,000 | D | |
| Incentive Stock Option (right to buy) | \$1.49 | | | | | | | (3) | 09/16/2009 | Common Stock | 18,000 | 18,000 | D | |
| Incentive Stock Option (right to buy) | \$2.43 | | | | | | | (4) | 12/08/2009 | Common Stock | 7,500 | 7,500 | D | |
| Incentive Stock Option (right to buy) | \$16.5 | | | | | | | (5) | 01/02/2012 | Common Stock | 22,382 | 22,382 | D | |
| Non-Qualified Stock Option (right to buy) | \$7.57 | | | | | | | (6) | 01/31/2013 | Common Stock | 50,000 | 50,000 | D | |

