CHANG KUO WEI HERBERT

Form 4

December 18, 2002

FORM 4

_ Check this box if no longer subject to Section

obligations may continue.

16. Form 4 or Form 5

See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Address o Chang Kuo Wei (Herl					er or Tra	Peı	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First	3. I.R.S. of Report if an ent	rting	g Person	,	umber	4. Statement for Month/Day/Year December 16, 2002	100	X Director				
(Stre						5. If Amendment, Date of Original (Month/Day/Year)	(Cl X l Per l	Individual or Joint/Group Filing Check Applicable Line) Form filed by One Reporting erson Form filed by More than One eporting Person				
(City) (Sta	ite) (Zip)		Т	`able	e I No	n-D	erivative		sed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemde Execution Date, if any (Month/Day Year)	Trans action Code // (Instr 8)	s- <i>A</i> n E : (:	1. Securi Acquired Disposed Instr. 3,	d (A) or d of (D) 4 & 5)		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)				
Common Stock, par value \$0.002 per share								260,000	I	By Investar Dayspring Venture Capital, Inc.		
Common Stock, par value \$0.002 per share								3,413,220	I	By Investar Semiconductor Development Fund, Inc.		
Common Stock, par value \$0.002 per share	12/16/02		S		40,000	D	\$20.644		I	By Investar Burgeon Venture Capital, Inc.		
Common Stock, par value \$0.002 per share	12/17/02		S		45,000	D	\$20.88	1,264,400	I	By Investar Burgeon Venture Capital, Inc.		
Common Stock, par value \$0.002 per share								50,796	I	By Investar Capital, Inc.		
Common Stock, par value \$0.002 per share								50,000	I	By Investar Excelsus Venture Capital (Int'l.) Inc.		

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Common Stock, par value \$0.002 per share				184,616		By Forefront Venture Partners, L.P.
Common Stock, par				181,000	D	
value \$0.002 per						
share						

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Price of Derivative Security				- 671	<u> </u>										
Exercise Price of Date	1. Title of	2. Conver-	3.		4.	5.		6. Date Exerc	isable	7. Title an	ıd	8. Price of	9. Number of	10.	
Price of Derivative Derivative Security Price of Derivative Security Month/ Day/ Day/ Year) Day	Derivative	sion or	Trans-	Deemed	Trans-	Nu	mbei	and Expiration	n	Amount o	f	Derivative			of Indirect
Code V A) Code V A) Code Cod	Security	Exercise	action	Execution	action	of		Date		Underlyin	g	Security	Securities	ship	Beneficial
Security Month Day Day Pear Pear Pe		Price of	Date	Date,	Code	Dei	rivati	Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ownership
Day/ Year Day/ Year Pay	(Instr. 3)	Derivative		if any		Sec	uriti	e ¥ear)		(Instr. 3 &	z 4)		Owned	of Deriv-	(Instr. 4)
Year Year Year Dispose of (D) Transaction(s) Direct (Instr. 4) Or Indirect (I) (Instr. 3, 4 & 5)		Security	(Month/	(Month/	(Instr.	Aco	quire	d					Following	ative	
Stock Option (Right to Buy) Stock \$21.59 Option (Right to Buy) Option (Right to			Day/	-	8)	(A)	or						Reported	Security:	
Code V (A) (D) Date Expiration Date Shares Stock S15.00 Code V (A) (D) Date Exer-cisable Expiration Date Stock Stock S20.58 Code V (A) (D) Date			Year)	Year)		Dis	pose	d					Transaction(s)	Direct	
Code V (A) (D) Date Expiration Date Exer-cisable Expiration Number of Shares Stock Sto						of ((D)						(Instr. 4)	(D)	
3, 4 & 5 Code V (A) (D) Date Expiration Date Expiration Stock S15.00 Common Right to Buy) Stock \$20.58 Code \$21.59 Code Stock S21.59 Code Stock Stock S21.59 Code Stock													(or	
Stock \$15.00 Code V (A) (D) Date Expiration Date Expiration Date Shares Stock						(Ins	str.							Indirect	
Code V (A) (D) Date Expiration Title Amount or Number of Shares						3, 4	1 &							(I)	
Code V (A) (D) Date Expiration Date Shares						5)								(Instr. 4)	
Exer-cisable tion Date Stock S					Code V		(D)	Date	Evnira-	Title	Amount				
Date Number of Shares Stock \$15.00 Doption (Right to Buy) Stock \$20.58 Doption (Right to Buy) Stock \$21.59 Doption Stock Sto					Code	(A)				Title					
Stock \$15.00								Exci-cisable			_				
Stock \$15.00 Stoc									Date						
Stock															
Option (Right to Buy) \$20.58	Stools	\$15.00	 				1	(1)	06/26/10				20 000	D	
Right to Buy Stock \$20.58 Stock Option (Right to Buy) Stock \$21.59 Option (Right to Buy) Option (Right to		\$15.00	1					<u> </u>	00/20/10		30,000		30,000	D	
Buy) Stock \$20.58										Stock					
Stock															
Option (Right to Buy) \$21.59 \$3 06/21/12 Common Stock 6,000 D 6,000 D Option (Right to Buy) \$21.59 \$3 06/21/12 Common Stock 6,000 D 6,000 D		d20.50			 	-		(2)	06/06/11	C	<i>(</i> 000		(000	Т.	
Right to Buy		\$20.58	1					(2)	06/26/11		6,000		6,000	ע	
Buy) Stock \$21.59										Stock					
Stock \$21.59 3 06/21/12 Common Stock 6,000 D Option (Right to Buy) 06/21/12 Common Stock 06/21/12 Common Stock <td></td>															
Option (Right to Buy)					 	+-	-	(2)		~				_	
(Right to Buy)		\$21.59	'[(3)	06/21/12		6,000		6,000	D	
Buy)										Stock					
	Buy)														

Explanation of Responses:

By: /s/ Kuo Wei (Herbert) Chang

December 17, 2002

Date

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

⁽¹⁾ Of such 30,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 20% on 06/26/01 and 500 shares per month from 07/26/01 through 06/26/05. Reflects non-discretionary grants under 1997 Directors Plan.

⁽²⁾ Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/05 through 06/21/06. Reflects non-dsicretionary grants under 1997 Directors Plan.

⁽³⁾ Of such 6,000 shares, not all shares are fully vested, and until fully vested, if exercised, would be subject to repurchase by the Company in the event of termination of the reporting person's services as a non-employee director of the Company. Vests 500 shares per month from 07/21/06 through 06/21/07. Reflects non-discretionary grants under 1997 Directors Plan.

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**Signature of Reporting Person

**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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