

RILEY BRYANT R
Form 4
February 18, 2009

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RILEY BRYANT R

2. Issuer Name and Ticker or Trading Symbol
SILICON STORAGE TECHNOLOGY INC [SSTI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11100 SANTA MONICA BLVD.,
SUITE 810

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
LOS ANGELES, CA US 90025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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/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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2009		S		5,000	D	\$ 1.9	903,775	I	Footnote 1 ⁽¹⁾
Common Stock	02/13/2009		S		340,454	D	\$ 1.9	4,575,467	I	Footnote 2 ⁽²⁾
Common Stock	02/13/2009		S		400,000	D	\$ 1.9	25,798	I	Footnote 3 ⁽³⁾
Common Stock								50,000	I	Footnote 4 ⁽⁴⁾
Common Stock								8,000	I	Footnote 5 ⁽⁵⁾

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Common Stock	02/13/2008	S	1,400,000	D	\$ 1.9	3,175,467	I	Footnote 2 (2)
Common Stock	02/13/2008	S	400	D	\$ 1.95	25,398	I	Footnote 3 (3)
Common Stock	02/13/2008	S	500	D	\$ 1.966	24,898	I	Footnote 3 (3)

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (Right to Buy)	\$ 2.81	06/27/2008		A	45,000	06/27/2009 ⁽⁶⁾	06/27/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY BRYANT R 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025	X			
Riley Investment Management LLC 11100 SANTA MONICA BLVD., SUITE 810 LOS ANGELES, CA US 90025	X			

Signatures

/s/ Bryant Riley 02/18/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Sole equity owner of Riley Investment Management LLC, general partner of Riley Investment Partners Master Fund, L.P.
- (2) Sole equity owner of Riley Investment Management LLC, investment advisor to managed accounts, some of which are indirectly affiliated with Mr. Riley or Riley Investment Partners Master Fund, L.P.
- (3) Sole indirect equity owner of B. Riley and Co., LLC.
- (4) Trustee of the B. Riley and Co. Retirement Trust.
- (5) Custodian for Mr. Riley's children.
- (6) Options vest as to 25% of the total shares granted annually from date of grant.

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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