

INTERSIL CORP/DE

Form 4/A

November 21, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

## OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**CITIGROUP INC**

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**INTERFIL CORP/DE [ISIL]**

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

(Last) (First) (Middle)  
**399 PARK AVENUE**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/08/2005**

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

**NEW YORK, NY 10043**

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
**09/14/2005**

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 Beneficial Ownership (Instr. 4)
Class A Common Stock, par value \$0.01	09/08/2005		S	270,000	D \$ 21.55	780,118 <sup>(1)</sup>	I By Subsidiary <sup>(2)</sup>
Class A Common Stock, par value \$0.01	09/09/2005		S	130,500	D \$ 21.56	649,618 <sup>(1)</sup>	I By Subsidiary <sup>(2)</sup>

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITIGROUP INC 399 PARK AVENUE NEW YORK, NY 10043		X		

## Signatures

Citigroup Inc., By: /s/ Ali L. Karshan, Assistant Secretary 11/21/2005

\_\_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) The securities reported herein are directly beneficially owned by an affiliate of the Citigroup Venture Capital business unit of Citigroup Inc. ("Citigroup").
- (2) An employee of the Citigroup Venture Capital business unit serves on the Issuer's Board of Directors. Citigroup disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

### Remarks:

This amendment is being filed solely to indicate 1) the securities reported herein are directly beneficially owned by an affiliate

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In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998), this filing reflects securities

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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