

VIALTA INC
Form 4/A
February 21, 2003

Form 4

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549**

OMB APPROVAL
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[] Check box if no longer
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Form 4 or Form 5
obligations may
continue. See
instructions 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | | | | | | | |
|--|---------|----------|---|---|--|--|--|--|
| 1. Name and Address of Reporting Person* Fong, Matthew | | | 2. Issuer Name and Ticker or Trading Symbol Vialta, Inc. (VLTA) | | | 6. Relationship of Reporting Person(s) to Issuer | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 12/17/2002 | | (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ | | |
| 15375 Calle Corta | | | | 5. If Amendment, Date of Original (Month/Day/Year) 12/17/2002 | | | | |
| (Street) | | | | | | | | |
| Hacienda Heights, Ca 91745 | | | | | | | | |
| (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 Transactions (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 | 12/17/2002 | | P | | 10,000 | A | .365 | 73,766 | D | |
| Common | | | | | | | | 3,740 | I | Spouse |
| Common | | | | | | | | 1,000 | I | Managed Account |
| Common | | | | | | | | 120 | I | Son |
| Common | | | | | | | | 100 | I | Trust |

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 Instructions 4(b)(v).

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(Over)
SEC 1474
(9-02)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 2. Conversion | 3. Transaction | 3A. Deemed | 4. Transaction | 5. Number | 6. Date Exercisable | 7. Title and Amount of | 8. Price of | 9. Number of | 10. Ownership | 11. M |
|---------------|----------------|------------|----------------|-----------|---------------------|------------------------|-------------|--------------|---------------|-------|
|---------------|----------------|------------|----------------|-----------|---------------------|------------------------|-------------|--------------|---------------|-------|

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| or Exercise Price of Derivative Security | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | and Expiration Date (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
|--|-----------------------|---|-----------------|---|--|-----|--------------------------------------|-----------------|--|----------------------------|--------------------------------|---|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| .40 | | | | | | | 09/07/2002 | 10/19/2011 | Common | 78,000 | | 78,000 | D |

Explanation of Responses:

Amendment updating amounts in Beneficially owned shares

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Matthew Fong

02/13/2003

**Signature of Reporting Person
Holly D. Maxfield

Date

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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