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# SILICON GRAPHICS INTERNATIONAL CORP

Reported by

**WHEAT JAMES D**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/12 for the Period Ending 02/27/12

| | |
|---|---|
| Address | 46600 LANDING PARKWAY<br>FREMONT, CA 94538 |
| Telephone | 510-933-8300 |
| CIK | 0001316625 |
| Symbol | SGI |
| SIC Code | 3571 - Electronic Computers |
| Industry | Computer Hardware |
| Sector | Technology |
| Fiscal Year | 06/29 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **Wheat James D** | **Silicon Graphics International Corp [ SGI ]** | _____ Director _____ 10% Owner |
| (Last) (First) (Middle)<br>**C/O SGI, 46600 LANDING PARKWAY** | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**2/27/2012** | __ **X** __ Officer (give title below) _____ Other (specify below)<br>**SVP & Chief Financial Officer** |
| (Street)<br>**FREMONT, CA 94538**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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** | **2/27/2012** | | **P** | | **2000** | **A** | **$9.32** | **38711** (1) | **D** | |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

**( 1)** Shares beneficially owned reflect 1,333 shares purchased through the 2005 Employee Stock Purchase Plan on 2/14/2012.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Wheat James D**<br>**C/O SGI**<br>**46600 LANDING PARKWAY**<br>**FREMONT, CA 94538** | | | **SVP & Chief Financial Officer** | |

**Signatures**

**/s/ Jennifer Pratt as Attorney-in-Fact for James Wheat** — **2/28/2012**

** Signature of Reporting Person — Date

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* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who 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.

**Exhibit 24**

# POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints **Jennifer Pratt** the undersigned's true and lawful attorney-in-fact (hereinafter "Attorney-in-Fact") to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of Silicon Graphics International Corp. (or its successor in name or entity, referred to herein as the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-Fact may approve in such Attorney-in-Fact's discretion.

The undersigned hereby grants to the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, hereby ratifying and confirming that such Attorney-in-Fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing Attorney-in-Fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the applicable undersigned's holdings of and transactions in securities issued by the Company, and shall only be revoked upon the earlier of: (i) revocation by the undersigned in a signed writing delivered to the Attorney-in-Fact; of (ii) either the undersigned or the Attorney-in-Fact shall cease to be an officer, director or employee (as applicable) of the Company.

**IN WITNESS WHEREOF**, the undersigned has caused this Power of Attorney to be executed as of the date indicated below.

Anthony Carrozza

Signature

ANTHONY CARROZZA

Printed Name

8/15/11

Date

## CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California
County of SANTA CLARA

On Aug 15, 2011 (Date) before me, Rusty Rose Jr. Notary Public (Here Insert Name and Title of the Officer),
personally appeared Anthony Carrozza (Name(s) of Signer(s)),

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

RUSTY ROSE JR.
Commission # 1846497
Notary Public - California
Santa Clara County
My Comm. Expires May 8, 2013

Signature: Rusty Rose Jr. Notary Public (Signature of Notary Public)

Place Notary Seal Above

### OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

**Description of Attached Document**

Title or Type of Document: POA SEC Filings

Document Date: Aug 15, 2011 Number of Pages: 1

Signer(s) Other Than Named Above:

**Capacity(ies) Claimed by Signer(s)**

| Signer's Name: | Signer's Name: |
|---|---|
| ☐ Corporate Officer — Title(s): | ☐ Corporate Officer — Title(s): |
| ☐ Individual | ☐ Individual |
| ☐ Partner — ☐ Limited ☐ General | ☐ Partner — ☐ Limited ☐ General |
| ☐ Attorney in Fact | ☐ Attorney in Fact |
| ☐ Trustee | ☐ Trustee |
| ☐ Guardian or Conservator | ☐ Guardian or Conservator |
| ☐ Other: | ☐ Other: |
| Signer Is Representing: | Signer Is Representing: |
| RIGHT THUMBPRINT OF SIGNER — Top of thumb here | RIGHT THUMBPRINT OF SIGNER — Top of thumb here |

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