

# SIRF TECHNOLOGY HOLDINGS INC

## FORM SC 13G/A (Amended Statement of Ownership)

Filed 2/14/2007

Address	217 DEVCON DRIVE SAN JOSE, California 95112
Telephone	408-467-0410
CIK	0001163943
Industry	Communications Equipment
Sector	Technology
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)**

SIRF TECHNOLOGY HOLDINGS, INC.

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(Name of Issuer)

Common Stock, par value \$0.0001

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(Title of Class of Securities)

82967H101

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(CUSIP Number)

December 31, 2006

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(Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only):

Diosdado P. Banatao

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)   
 (b)

3 SEC use only

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF SHARES 1,133,184 shares\*

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,003,184 shares\*\*

7 SOLE DISPOSITIVE POWER

1,133,184 shares\*

8 SHARED DISPOSITIVE POWER

3,003,184 shares\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,136,368 shares\*\*

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

\* The amount reported includes 11,583 shares subject to options that are exercisable within 60 days of December 31, 2006, of which, 9,094 shares were exercised on January 29, 2007.

\*\* The amount reported includes 740,006 shares held by the Diosdado Banatao and Maria C. Banatao Living Trust ("Banatao Living Trust"), 1,167,178 shares held by Tallwood Partners LLC, 54,000 shares held by the Banatao Heritage Trust, 244,000 shares held by the Tallwood Investment Trust I, 400,000 shares held by the Tallwood Investment Trust II, 258,000 shares held by the Tallwood Trust III and 140,000 shares held by Tallwood Investment Trust IV. The Reporting Person and his spouse are co-trustees of the Banatao Living Trust. The Banatao Living Trust is the managing member of Tallwood Partners LLC. The Reporting Person is the co-trustee of the Banatao Heritage Trust and disclaims beneficial ownership of the shares held by such trust. The Reporting Person is a beneficiary of the Tallwood Investment Trust I, Tallwood Investment Trust II, Tallwood Investment III and Tallwood Investment IV and disclaims beneficial ownership of the shares held by such trusts, except to the extent of his pecuniary interest.

**Item 1 (a) Name of Issuer :**

SiRF Technology Holdings, Inc.

**Item 1 (b) Address of Issuer's Principal Executive Offices :**

217 Devcon Drive, San Jose, CA 95112

**Item 2 (a) Name of Person Filing :**

Diosdado P. Banatao

**Item 2 (b) Address of Principal Business Office or, if none, Residence:**

c/o Tallwood Venture Capital, 400 Hamilton Avenue, Suite 230, Palo Alto, CA 94301

**Item 2 (c) Citizenship:**

United States

**Item 2 (d) Title of Class of Securities:**

Common Stock, \$0.0001 par value

**Item 2 (e) CUSIP Number:**

82967H101

**Item 3 . If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or Dealer registered under Section 15 of the Act
- (b)  Bank as defined in section 3(a)(6) of the Act
- (c)  Insurance Company as defined in section 3(a)(19) of the Act
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940
- (e)  Investment Adviser in accordance with Section 240.13d-1(b)(1)(ii)(E)
- (f)  An employee benefit plan or an endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F)
- (g)  Parent holding company or control person in accordance with Section 240.13d-1(b)(ii)(G)
- (h)  A saving association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j)  Group, in accordance with Section 240.13d-1(b)(ii)(J)

Not applicable.

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**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

4,136,368 shares of Common Stock.\*\*

(b) Percent of class:

7.9%. The calculation of percentage of beneficial ownership was based on 52,283,882 shares of Common Stock outstanding as of December 31, 2006.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

1,133,184 shares\*.

(ii) Shared power to vote or to direct the vote:

3,003,184 shares\*\*.

(iii) Sole power to dispose or to direct the disposition of:

1,133,184 shares\*.

(iv) Shared power to dispose or to direct the disposition of:

3,003,184 shares\*\*.

\* The amount reported includes 11,583 shares subject to options that are exercisable within 60 days of December 31, 2006, of which, 9,094 shares were exercised on January 29, 2007.

\*\* The amount reported includes 740,006 shares held by the Diosdado Banatao and Maria C. Banatao Living Trust ("Banatao Living Trust"), 1,167,178 shares held by Tallwood Partners LLC, 54,000 shares held by the Banatao Heritage Trust, 244,000 shares held by the Tallwood Investment Trust I, 400,000 shares held by the Tallwood Investment Trust II, 258,000 shares held by the Tallwood Trust III and 140,000 shares held by Tallwood Investment Trust IV. The Reporting Person and his spouse are co-trustees of the Banatao Living Trust. The Banatao Living Trust is the managing member of Tallwood Partners LLC. The Reporting Person is the co-trustee of the Banatao Heritage Trust and disclaims beneficial ownership of the shares held by such trust. The Reporting Person is a beneficiary of the Tallwood Investment Trust I, Tallwood Investment Trust II, Tallwood Investment III and Tallwood Investment IV and disclaims beneficial ownership of the shares held by such trusts, except to the extent of his pecuniary interest.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following  .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certifications**

Not applicable.

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***Signature***

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2007.

By \_\_\_\_\_ /s/ Diosdado P. Banatao  
Diosdado P. Banatao