YANG CHUNG LUN

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

Form 5

March 05, 2012

FORM 5

OMB APPROVAL

OMB 3235-0362 Number:

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer YANG CHUNG LUN Symbol ACL SEMICONDUCTORS INC (Check all applicable) [ACLO] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director _X__ 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2011 Chief Executive Officer C/O ACL SEMICONDUCTORS

INC., Â 9 SHEUNG YUET RD, **TOWER 1 ENTERPRISE SQ**

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting

> > Filed(Month/Day/Year)

(check applicable line)

KOWLOON BAY, K3Â 00000

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) (A) Fiscal Year (Instr. 4) or (Instr. 3 and 4) (D) Price Amount Common Â Â 06/21/2011 **S**4 56,000 D 22,185,000 D Stock 0.39Common Â Â 06/28/2011 **S**4 450 \$ 0.4 22,185,000 D D Stock

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

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SEC 2270 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
							Expiration Date	Title Num		
									Number	
									of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
YANG CHUNG LUN C/O ACL SEMICONDUCTORS INC. 9 SHEUNG YUET RD, TOWER 1 ENTERPRISE SQ KOWLOON BAY, K3 00000	ÂX	ÂX	Chief Executive Officer	Â		

Signatures

/s/ Chung-Lun
Yang

**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).

Â

Remarks:

Shares were issued to the Reporting Person as a result of mandatory warrant exercise. These warran

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