

FORM 3**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF 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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * Bar-Niv Amir	2. Date of Event Requiring Statement (Month/Day/Year) 12/23/2011	3. Issuer Name and Ticker or Trading Symbol TRANSWITCH CORP /DE [TXCC]	
(Last) (First) (Middle) 3 ENTERPRISE DRIVE		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr. Vice President and GM	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) SHELTON, CT 06484		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	Table I - Non-Derivative Securities Beneficially Owned		

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock \$0.001 Par Value	10,758	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (right to buy)	08/18/2006	05/18/2013	Common Stock \$0.001 Par Value	625	\$ 16.88	D	
Employee Stock Options (right to buy)	04/15/2009	01/15/2016	Common Stock \$0.001 Par Value	7,500	\$ 2.64	D	
Employee Stock Options (right to buy)	03/18/2009	03/18/2016	Common Stock \$0.001 Par Value	708	\$ 2	D	
Employee Stock Options (right to buy)	12/09/2009	12/09/2016	Common Stock \$0.001 Par Value	125	\$ 2.43	D	
Employee Stock Options (right to buy)	12/11/2008	12/11/2015	Common Stock \$0.001 Par Value	1,058	\$ 2.32	D	
Employee Stock Options (right to buy)	04/26/2007	01/26/2014	Common Stock \$0.001 Par Value	3,125	\$ 11.04	D	
Employee Stock Options (right to buy)	07/05/2007	04/05/2014	Common Stock \$0.001 Par Value	2,500	\$ 12.4	D	
Employee Stock Options (right to buy)	07/05/2007	04/05/2014	Common Stock \$0.001	2,500	\$ 12.4	D	

buy)			Par Value				
Employee Stock Options (right to buy)	05/24/2007	05/24/2014	Common Stock \$0.001 Par Value	1,485	\$ 13.2	D	
Employee Stock Options (right to buy)	08/07/2007	08/07/2014	Common Stock \$0.001 Par Value	598	\$ 12.64	D	
Employee Stock Options (right to buy)	11/05/2007	11/05/2014	Common Stock \$0.001 Par Value	468	\$ 8.4	D	
Employee Stock Options (right to buy)	03/13/2008	12/13/2014	Common Stock \$0.001 Par Value	2,500	\$ 7.12	D	
Employee Stock Options (right to buy)	03/18/2008	03/18/2015	Common Stock \$0.001 Par Value	468	\$ 5.52	D	
Employee Stock Options (right to buy)	05/22/2008	05/22/2015	Common Stock \$0.001 Par Value	743	\$ 6	D	
Employee Stock Options (right to buy)	08/07/2008	08/07/2015	Common Stock \$0.001 Par Value	1,016	\$ 5.12	D	
Restricted Stock Units	05/21/2012	(1)	Common Stock \$0.001 Par Value	3,000	\$ 0	D	
Restricted Stock Units	05/20/2013	(1)	Common Stock \$0.001 Par Value	25,667	\$ 0	D	

Restricted Stock Units	05/19/2014	(1)	Common Stock \$0.001 Par Value	47,620	\$ 0	D	
Restricted Stock Units	09/15/2014	(1)	Common Stock \$0.001 Par Value	10,000	\$ 0	D	
Restricted Stock Units	03/14/2012	(1)	Common Stock \$0.001 Par Value	5,287	\$ 0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bar-Niv Amir 3 ENTERPRISE DRIVE SHELTON, CT 06484			Sr. Vice President and GM	

Signatures

Amir Bar-Niv

12/30/2011

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This instrument has no expiration date.

*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.

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