

Chapman Justin M
 Form 4
 February 17, 2010

FORM 4

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

OMB APPROVAL

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

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Chapman Justin M

2. Issuer Name and Ticker or Trading Symbol
 MICROTUNE INC [TUNE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2201 10TH STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

PLANO, TX 75074
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
 (9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. De |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | | |
|------------------------|------------------------------|------------------|------------|--|--------|-----|------------------|-----------------|--------------|----------------------------|----|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Restricted Stock Units | (1) | 02/15/2010 | A | | 63,270 | | (2) | (2) | Common Stock | 63,270 | \$ | |
| Restricted Stock Units | (1) | 02/15/2010 | A | | 14,500 | | (4) | (4) | Common Stock | 14,500 | \$ | |
| Restricted Stock Units | (1) | 02/15/2010 | A | | 14,500 | | (5) | (5) | Common Stock | 14,500 | \$ | |
| Restricted Stock Units | (1) | 02/15/2010 | A | | 4,000 | | (6) | (6) | Common Stock | 4,000 | \$ | |
| Restricted Stock Units | (1) | 02/15/2010 | A | | 14,100 | | (7) | (7) | Common Stock | 14,100 | \$ | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Chapman Justin M 2201 10TH STREET PLANO, TX 75074 | | | Chief Financial Officer | |

Signatures

/s/ Justin M. Chapman
02/17/2010
**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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Microtune common stock.
 - (2) The number of restricted stock units that shall actually vest shall be determined based on the Compensation Committee's review and evaluation of Microtune's performance in fiscal year 2010 based upon the terms and conditions of Microtune's 2010 Incentive Compensation Program, which was adopted on February 10, 2010 by the Board of Directors of Microtune, upon the recommendation of the Compensation Committee thereof. Any restricted stock units that do not vest upon the Compensation Committee's determination shall

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be forfeited.

- As of February 17, 2010, the reporting person holds 134,670 restricted stock units, including 6,000 that were granted on May 10, 2007, 16,000 that were granted on May 12, 2008, 5,900 that were granted on May 15, 2009, and 43,500 that were granted on February 15, 2010 and all of which vest over time. As reported herein, 63,270 restricted stock units were granted on February 15, 2010 under Microtune's 2010 Incentive Compensation Program.
- (3) The restricted stock units shall vest on May 11, 2010 and the underlying shares shall be delivered to the reporting person on or about such date.
 - (4) The restricted stock units shall vest on May 11, 2011 and the underlying shares shall be delivered to the reporting person on or about such date.
 - (5) The restricted stock units shall vest on May 12, 2012 and the underlying shares shall be delivered to the reporting person on or about such date.
 - (6) The restricted stock units shall vest on May 15, 2013 and the underlying shares shall be delivered to the reporting person on or about such date.

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