

ALTERA CORP  
Form 4

December 30, 2015

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WAECHTER THOMAS H**

(Last) (First) (Middle)

**101 INNOVATION DRIVE**

(Street)

**SAN JOSE, CA 95134**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**ALTERA CORP [ALTR]**

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

**12/28/2015**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/28/2015                              |                                                             | D                                    | 10,594 D                                                                | 0                                                                                                                  | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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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)**

## Edgar Filing: ALTERA CORP - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 40.38                                                           | 12/28/2015                              |                                                             | D                                    |                                                                                                              | 40,000                                                         |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Stock | 40,000                              |
| Restricted<br>Stock Unit <sup>(3)</sup>             | \$ 0                                                               | 12/28/2015                              |                                                             | D                                    |                                                                                                              | 5,275                                                          |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Stock | 5,275                               |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|-----------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                 | Director      | 10% Owner | Officer | Other |
| WAECHTER THOMAS H<br>101 INNOVATION DRIVE<br>SAN JOSE, CA 95134 | X             |           |         |       |

## Signatures

/s/ Jonna Anderson,  
Attorney-in-Fact

12/30/2015

**\*\*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) Outstanding shares of the common stock of the Issuer were converted into the right to receive \$54.00 per share in cash, without interest thereon and subject to any required tax withholding (the "Merger Consideration"), in accordance with the Merger Agreement.
- (2) Outstanding stock options and restricted stock units ("RSUs") of the Issuer were either (i) assumed by Parent and automatically converted into corresponding equity incentive awards on common stock of Parent in accordance with the Merger Agreement, or (ii) cancelled and converted into the right to receive the Merger Consideration (less the exercise price, in the case of stock options) in accordance with the Merger Agreement.
- (3) Each RSU represented the contingent right to receive one share of common stock of the Issuer.

**Remarks:**

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"),

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.