

SEMTECH CORP

Form 4

March 03, 2014

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KIM JAMES JUNG SUP**

(Last) (First) (Middle)

200 FLYNN ROAD

(Street)

CAMARILLO, CA 93013-8790

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**SEMTECH CORP [SMTC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(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                       | 02/28/2014                              |                                                             | M                                    | 2,666 A                                                                 | \$ 0 14,676                                                                                                        | D                                                                    |                                         |
| Common<br>Stock                       | 02/28/2014                              |                                                             | F                                    | 1,002 D                                                                 | \$ 25.04 13,674                                                                                                    | D                                                                    |                                         |
| Common<br>Stock                       | 03/01/2014                              |                                                             | M                                    | 3,133 A                                                                 | \$ 0 16,807                                                                                                        | D                                                                    |                                         |
| Common<br>Stock                       | 03/01/2014                              |                                                             | F                                    | 1,178 D                                                                 | \$ 24.95 15,629                                                                                                    | 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 required to respond unless the form displays a currently valid OMB control number.

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | 9. Put or Call | 10. Conversion or Exercise Rate | 11. Amount or Number of Shares | 12. Other |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|----------------|---------------------------------|--------------------------------|-----------|
| Restricted Stock Unit                      | (1)                                                    | 02/28/2014                           |                                                    | M                              | 2,666                                                                                   | (2) (2)                                                  | Common Stock                                                  | 2,666                                                       |                |                                 |                                |           |
| Restricted Stock Unit                      | (1)                                                    | 03/01/2014                           |                                                    | M                              | 3,133                                                                                   | (3) (3)                                                  | Common Stock                                                  | 3,133                                                       |                |                                 |                                |           |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| KIM JAMES JUNGSP<br>200 FLYNN ROAD<br>CAMARILLO, CA 93013-8790 | Senior Vice President            |

## Signatures

James Jungsup Kim by Charles B. Ammann under Power of Attorney dated February 25, 2014 (Copy On File)

03/03/2014

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 the contingent right to one share of the company's common stock.

(2) This grant vests in three annual installments beginning on February 28, 2013.

(3) This grant vests in three annual installments beginning on March 1, 2012.

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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