

MICRON TECHNOLOGY INC

Form 4

February 17, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shields Brian

2. Issuer Name **and** Ticker or Trading
Symbol
MICRON TECHNOLOGY INC
[MU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 S FEDERAL WAY, MS 1-557

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP Worldwide Operations

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BOISE, ID 83707

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock							360,185	D	
Common Stock	11/12/2010		M		1,416	A \$ 0 ⁽¹⁾	1,416	I	Held by Spouse ⁽³⁾
Common Stock	11/12/2010		F		485	D \$ 7.85 ⁽²⁾	1,375	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011		S		1,375	D \$ 11.62	0	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011		M		8,000	A \$ 2.07	8,000	I	Held by Spouse ⁽³⁾

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Common Stock	02/15/2011	S	8,000	D	\$ 11.62	0	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011	M	250	A	\$ 5.75	250	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011	S	250	D	\$ 11.62	0	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011	M	3,750	A	\$ 10.13	3,750	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011	S	3,750	D	\$ 11.62	0	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011	M	6,750	A	\$ 6.09	6,750	I	Held by Spouse ⁽³⁾
Common Stock	02/15/2011	S	6,750	D	\$ 11.62	0	I	Held by Spouse ⁽³⁾

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 (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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	\$ 0 <u>(1)</u>	11/12/2010		M		1,416		11/12/2010	11/12/2010	Common Stock
Restricted Stock Unit	\$ 0 <u>(1)</u>	01/21/2011		A		5,000 <u>(4)</u>		01/21/2012 <u>(5)</u>	01/21/2015	Common Stock
Non-Qualified Stock Option	\$ 2.07	02/15/2011		M		8,000		02/15/2011	12/11/2014	Common Stock
Non-Qualified Stock Option	\$ 5.75	02/15/2011		M		250		02/15/2011	07/20/2015	Common Stock

Non-Qualified Stock Option	\$ 10.13	02/15/2011	M	3,750	02/15/2011	01/18/2016	Common Stock
Non-Qualified Stock Option	\$ 6.09	02/15/2011	M	6,750	02/15/2011	01/14/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shields Brian 8000 S FEDERAL WAY MS 1-557 BOISE, ID 83707			VP Worldwide Operations	

Signatures

Katie Reid,
Attorney-in-fact 02/15/2011

__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) Not Applicable - grant of restricted stock units
- (2) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock awarded under the Issuer's 2007 Equity Incentive Plan.
- (3) Indirect holdings by spouse as a result of marriage effective May 9, 2008.
- (4) Eash restricted stock unit is convertible to one share of Common Stock at vest
- (5) Restricted Stock Units vest in 25% increments annually on anniversary date of grant

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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