

Edgar Filing: LATTICE SEMICONDUCTOR CORP - Form SC 13G

LATTICE SEMICONDUCTOR CORP
Form SC 13G
February 12, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. _____) *

Lattice Semiconductor Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

518415-10-4

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

/X/ Rule 13d-1(b)
/ / Rule 13d-1(c)
/ / Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Salomon Smith Barney Holdings Inc.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /
(b) / /

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		
BENEFICIALLY	(6) SHARED VOTING POWER	6,225,391
OWNED BY		
EACH	(7) SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON	(8) SHARED DISPOSITIVE POWER	6,225,391
WITH:		

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,225,391

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7%

(12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

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 (1) NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Citigroup Inc.

 (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) / /
 (b) / /

 (3) SEC USE ONLY

 (4) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF	(5) SOLE VOTING POWER	0
SHARES		

BENEFICIALLY	(6) SHARED VOTING POWER	6,276,579*
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OWNED BY	(7) SOLE DISPOSITIVE POWER	0
EACH		

REPORTING	(8) SHARED DISPOSITIVE POWER	6,276,579*
PERSON		

WITH:

 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,276,579*

 (10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) / /

 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.7%*

 (12) TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) HC

 * Includes shares for which the reporting person disclaims beneficial ownership. See Item 4(a).

** Includes shares held by the other reporting person.

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- Item 1(a). Name of Issuer:
Lattice Semiconductor Corporation
- Item 1(b). Address of Issuer's Principal Executive Offices:
5555 N.E. Moore Court
Hillsboro, Oregon 97124
- Item 2(a). Name of Person Filing:
Salomon Smith Barney Holdings Inc. ("SSB Holdings")
Citigroup Inc. ("Citigroup")
- Item 2(b). Address or Principal Office or, if none, Residence:
The address of the principal office of SSB Holdings is:
388 Greenwich Street
New York, NY 10013
The address of the principal office of Citigroup is:
399 Park Avenue
New York, NY 10043
- Item 2(c). Citizenship or Place of Organization:
SSB Holdings is a New York corporation.
Citigroup is a Delaware corporation.
- Item 2(d). Title of Class of Securities:
Common Stock
- Item 2(e). Cusip Number:
518415-10-4

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- Item 3. If this Statement is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a(n):
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);

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- (f) Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G); (See Exhibit 2)
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3)
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership. (as of December 31, 2001)

- (a) Amount beneficially owned: See item 11 of cover pages
- (b) Percent of Class: See item 11 of cover pages
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote:
 - (ii) shared power to vote or to direct the vote:
 - (iii) sole power to dispose or to direct the disposition of:
 - (iv) shared power to dispose or to direct the disposition of:

See Items 5-8 of cover pages

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security being Reported on by the Parent Holding Company.

See Exhibit 2 for the identity and classification of the subsidiary(s) which directly beneficially own the securities reported herein.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

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Item 9. Notice of Dissolution of Group.

Not Applicable.

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Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2001

SALOMON SMITH BARNEY HOLDINGS INC.

By: /s/ Joseph B. Wollard

Name: Joseph B. Wollard
Title: Assistant Secretary

CITIGROUP INC.

By: /s/ Joseph B. Wollard

Name: Joseph B. Wollard
Title: Assistant Secretary

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EXHIBIT INDEX TO SCHEDULE 13G

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EXHIBIT 1

 Agreement between SSB Holdings and Citigroup as to joint filing of Schedule 13G

EXHIBIT 2

 Identification and Item 3 Classification of the Subsidiary(s) which acquired securities being reported by the Parent Holding Company(s).

#160; 400 D \$ 78.45 2,338,986 D Common Stock (1)03/14/2005 S 45,900 D \$ 78.47 2,293,086 D Common Stock (1)03/14/2005 S 300 D \$ 78.49 2,292,786 D Common Stock (1)03/14/2005 S 200 D \$ 78.5 2,292,586 D Common Stock (1)03/14/2005 S 600 D \$ 78.52 2,291,986 D Common Stock (1)03/14/2005 S 200 D \$ 78.53 2,291,786 D Common Stock (1)03/14/2005 S 100 D \$ 78.54 2,291,686 D Common Stock (1)03/14/2005 S 11,400 D \$ 78.55 2,280,286 D Common Stock (1)03/14/2005 S 2,400 D \$ 78.56 2,277,886 D Common Stock (1)03/14/2005 S 500 D \$ 78.57 2,277,386 D Common Stock (1)03/14/2005 S 100 D \$ 78.58 2,277,286 D Common Stock (1)03/14/2005 S 500 D \$ 78.61 2,276,786 D Common Stock (1)03/14/2005 S 700 D \$ 78.62 2,276,086 D Common Stock (1)03/14/2005 S 700 D \$ 78.63 2,275,386 D Common Stock (1)03/14/2005 S 2,500 D \$ 78.65 2,272,886 D Common Stock (1)03/14/2005 S 900 D \$ 78.66 2,271,986 D Common Stock (1)03/14/2005 S 400 D \$ 78.67 2,271,586 D Common Stock (1)03/14/2005 S 1,000 D \$ 78.68 2,270,586 D Common Stock (1)03/14/2005 S 500 D \$ 78.69 2,270,086 D Common Stock (1)03/14/2005 S 15,000 D \$ 78.7 2,255,086 D Common Stock (1)03/14/2005 S 2,400 D \$ 78.71 2,252,686 D Common Stock (1)03/14/2005 S 1,000 D \$ 78.72 2,251,686 D Common Stock (1)03/14/2005 S 100 D \$ 78.73 2,251,586 D Common Stock 107,502 I By Fairbank Morris Inc.

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. 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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 9.73	03/14/2005		M	435,000	(2) 09/15/2005	Common Stock 435,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRBANK RICHARD D 1680 CAPITAL ONE DRIVE MCLEAN, VA 22102	X		Chairman, CEO and President	

Signatures

By: Jean K. Traub (POA
on File) 03/16/2005

__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) This transaction was executed pursuant to a trading plan entered into by the Reporting Person on November 12, 2004 in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

This option is fully vested. The option vested in 1997 and 1998 in accordance with the following schedule: 50% vested when the trading price of the Common Stock equaled or exceeded \$37.50 for at least 10 business days within any period of 30 consecutive days; 25% when the trading price of the Common Stock equaled or exceeded \$43.75 for at least 10 business days within any period of 30 consecutive days; and the remaining 25% when the trading price of the Common Stock equaled or exceeded \$50.00 for 10 business days within any period of 30 consecutive days. This vesting schedule does not reflect the June 1, 1999, 3-for-1 stock split adjustment.

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.