

BARRY KENNETH J
 Form 4
 December 12, 2012

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 *
BARRY KENNETH J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 FLYNN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/11/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

CAMARILLO, CA 93012-8790

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/11/2012		M	A	4,333	\$ 11.23	38,628 D
Common Stock	12/11/2012		M	A	4,333	\$ 16.68	42,961 D
Common Stock	12/11/2012		M	A	3,900	\$ 23.33	46,861 D
Common Stock	12/11/2012		S	D	12,566	\$ 28.6034	34,295 D
						<u>(1)</u>	

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

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.23	12/11/2012		M	4,333	⁽²⁾ 02/24/2015	Common Stock	4,333
Stock Option (Right to Buy)	\$ 16.68	12/11/2012		M	4,333	⁽³⁾ 03/02/2016	Common Stock	4,333
Stock Option (Right to Buy)	\$ 23.33	12/11/2012		M	3,900	⁽⁴⁾ 03/01/2017	Common Stock	3,900

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARRY KENNETH J
200 FLYNN ROAD
CAMARILLO, CA 93012-8790

Senior Vice President

Signatures

Kenneth J Barry 12/12/2012

**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 price represents the weighted average of all sales for this day. The prices ranged from \$28.2300 to \$28.7300. Price and share details are available upon request.
- (2) This option vests in three annual installments beginning on February 24, 2010.
- (3) This option vests in three annual installments beginning on March 2, 2011.
- (4) This option 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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