

SEMTECH CORP
Form 4
February 27, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Faltemier Sharon K

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

CAMARILLO, CA 93012-8790

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2017

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)
Senior Vice President

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 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/23/2017		M	6,000	A \$ 0	12,543	D
Common Stock	02/23/2017		F	2,336	D \$ 35.9	10,207	D
Common Stock	02/24/2017		M	3,333	A \$ 0	13,540	D
Common Stock	02/24/2017		F	1,253	D \$ 34.75	12,287	D
Common Stock	02/25/2017		M	2,500	A \$ 0	14,787	D

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Common Stock	02/25/2017	F	940	D	\$ 34.4	13,847	D
Common Stock	02/26/2017	M	5,000	A	\$ 0	18,847	D
Common Stock	02/26/2017	F	1,879	D	\$ 34.4	16,968	D

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Unit	<u>(1)</u>	02/23/2017		M	6,000	<u>(2)</u>	<u>(2)</u>	Common Stock	6,000
Restricted Stock Unit	<u>(1)</u>	02/24/2017		M	3,333	<u>(3)</u>	<u>(3)</u>	Common Stock	3,333
Restricted Stock Unit	<u>(1)</u>	02/25/2017		M	2,500	<u>(4)</u>	<u>(4)</u>	Common Stock	2,500
Restricted Stock Unit	<u>(1)</u>	02/26/2017		M	5,000	<u>(5)</u>	<u>(5)</u>	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Faltemier Sharon K 200 FLYNN ROAD CAMARILLO, CA 93012-8790			Senior Vice President	

Signatures

Sharon K. Faltemier by Charles B. Ammann under Power of Attorney dated February 25, 2014 (Copy On File)

02/27/2017

__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 23, 2017.
 - (3) This grant vests in three annual installments beginning on February 24, 2016.
 - (4) This grant vests in three annual installments beginning on February 25, 2015.
 - (5) This grant vests in four annual installments beginning on February 26, 2014.

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.