

BROADCOM CORP
Form 4
February 24, 2014

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 *
HURLSTON MICHAEL E.

(Last) (First) (Middle)

5300 CALIFORNIA AVENUE

(Street)

IRVINE, CA 92617

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BROADCOM CORP [BRCM]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2014

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)

EVP, Worldwide Sales

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A common stock ⁽¹⁾ | 02/20/2014 | | A | | 59,076 A \$ 0 ⁽²⁾ | 188,565 | D |
| Class A common stock ⁽³⁾ | 02/20/2014 | | A | | 19,692 A \$ 0 ⁽²⁾ | 208,257 | D |
| Class A common stock ^{(4) (5)} | 02/20/2014 | | A | | 19,692 A \$ 0 ⁽²⁾ | 227,949 | D |
| Class A common | 02/20/2014 | | A | | 19,692 A \$ 0 ⁽²⁾ | 247,641 ⁽⁷⁾ | D |

stock (4) (6)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HURLSTON MICHAEL E. 5300 CALIFORNIA AVENUE IRVINE, CA 92617 | | | EVP, Worldwide Sales | |

Signatures

/s/ Michael E. Hurlston
Date: 02/21/2014
**Signature of Reporting Person

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) These securities awarded on 02/20/2014 are in the form of restricted stock units ("RSUs") that will entitle the Reporting Person to receive one share of the Issuer's Class A common stock per RSU. The RSUs will vest, and the underlying shares will be concurrently issued in a series of sixteen quarterly installments upon the Reporting Person's completion of each three month period of service over the period measured from 02/05/2014 through 02/05/2018.
 - (2) These securities were awarded in an exempt transaction pursuant to SEC Rule 16b-3(d).

Edgar Filing: BROADCOM CORP - Form 4

These securities awarded on 02/20/2014 are Performance RSU grants awarded pursuant to the Issuer's Restricted Stock Units Incentive Award Program (the "Program") adopted in January 2011, and are in the form of RSUs that will entitle the Reporting Person to receive

(3) one share of Class A common stock per RSU. The RSUs will vest, and the underlying shares will be concurrently issued in a series of sixteen quarterly installments upon the Reporting Person's completion of each three month period of service over the period measured from 02/05/2014 through 02/05/2018.

When the compensation committee (the "Committee") of the board of directors of the Issuer awarded the grant referenced in footnote 3 above (the "First Grant") to the Reporting Person, the Reporting Person also became entitled to receive an additional RSU grant representing a further 19,692 shares of Class A common stock in each of the two years immediately following the year of the First Grant.

- (4) The RSUs subject to each of those additional grants will vest, and the underlying shares will be concurrently issued, in a series of sixteen quarterly installments upon the Reporting Person's completion of each three month period of service over the period measured from the applicable grant by the Committee (the date of any such grant, a "Grant Date"), which is expected to be made in February of the applicable year (but must, in any case, be made in the applicable year).
- (5) See footnote 4. These RSUs relate to the Grant Date that will occur in 2015.
- (6) See footnote 4. These RSUs relate to the Grant Date that will occur in 2016.
- (7) Includes (i) 30,985 shares that are held as Class A common stock and (ii) 216,656 shares in the form of RSUs that will entitle the Reporting Person to receive one share of Class A common stock per RSU.

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.