

MICREL INC  
Form 4  
August 05, 2015

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sturt Colin R.

(Last) (First) (Middle)

MICREL  
SEMICONDUCTOR, 2180  
FORTUNE DRIVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

MICREL INC [MCRL]

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

08/03/2015

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 \_\_\_\_\_ Other (specify  
below) below)  
VP Corp Dev & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/03/2015		D		7,409	D	<u>11</u> 0

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  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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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. I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 9.69	08/03/2015		D		30,000		(2)	(2)	Common Stock	30,000
Employee Stock Option (right to buy)	\$ 10	08/03/2015		D		50,000		(2)	(2)	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 9.69	08/03/2015		D		20,000		(2)	(2)	Common Stock	20,000
Restricted Stock Units	\$ 0	08/03/2015		D		61,500		(2)	(2)	Common Stock	61,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sturt Colin R. MICREL SEMICONDUCTOR 2180 FORTUNE DRIVE SAN JOSE, CA 95131	VP Corp Dev & General Counsel

## Signatures

/s/ Lia Punches on Behalf of Colin Sturt 08/05/2015

\_\_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).

Pursuant to the Agreement and Plan of Merger dated as of May 7, 2015 by and among Microchip Technology Incorporated ("Microchip"), Mambo Acquisition Corp., Mambo Acquisition LLC and Micrel Incorporated (the "Merger Agreement"), each  
(1) outstanding share of common stock of Micrel Incorporated was cancelled in exchange for the right to receive \$14.00 in cash or shares of common stock of Microchip.

Pursuant to the Merger Agreement, (x) each vested stock option and vested RSU was cancelled in each exchange for a cash payment per share equal to the excess, if any, of \$14.00 over the exercise price, as applicable; and (y) each unvested option and unvested RSU was  
(2) assumed by Microchip, with the number of shares of common stock of Microchip and, in the case of stock options, exercise price determined pursuant to the terms of the Merger Agreement.

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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