

ALTERA CORP
Form 4
December 30, 2015

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 *
BIRAN DAN

(Last) (First) (Middle)
101 INNOVATION DRIVE
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTERA CORP [ALTR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2015

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 below) Other (specify below)
Sr VP, Strategy

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 33.31	12/28/2015	D	6,972	(1)	(1)	Common Stock	6,972				
Non-Qualified Stock Option (right to buy)	\$ 42.63	12/28/2015	D	61,000	(1)	(1)	Common Stock	61,000				
Restricted Stock Unit ⁽²⁾	\$ 0	12/28/2015	D	41,205	(1)	(1)	Common Stock	41,205				
Performance Restricted Stock Unit ⁽²⁾	\$ 0	12/28/2015	D	29,224	(1)(3)	(1)(3)	Common Stock	29,224				
Performance Restricted Stock Unit ⁽²⁾	\$ 0	12/28/2015	D	7,066	(1)(3)	(1)(3)	Common Stock	7,066				
Performance Restricted Stock Unit ⁽²⁾	\$ 0	12/28/2015	D	17,782	(1)(3)	(1)(3)	Common Stock	17,782				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRAN DAN 101 INNOVATION DRIVE SAN JOSE, CA 95134			Sr VP, Strategy	

Signatures

/s/ Jonna Anderson,
Attorney-in-Fact

12/30/2015

**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).

(1) Outstanding stock options, restricted stock units ("RSUs") or performance-based restricted stock units ("PRSUs") of the Issuer were either (i) assumed by Parent and automatically converted into corresponding equity incentive awards on common stock of Parent in accordance with the Merger Agreement, or (ii) cancelled and converted into the right to receive the Merger Consideration (less the exercise price, in the case of stock options) in accordance with the Merger Agreement.

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- (2) Each RSU and PRSU represented the contingent right to receive one share of common stock of the Issuer.
- (3) Includes PRSUs that were deemed fully vested and cancelled in exchange for the right to receive the Merger Consideration, in accordance with the Merger Agreement.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (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.

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.