

MICROSEMI CORP
Form 4
November 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
HOHENER JOHN W

(Last) (First) (Middle)

ONE ENTERPRISE

(Street)

ALISO VIEJO, CA 92614

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROSEMI CORP [MSCC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/03/2015

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 below) Other (specify below)
EVP & Chief Financial Officer

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 or Price | | |
| Microsemi Common Stock | 11/03/2015 | | M | | 69,386 A \$ 0 | 131,314 | D |
| Microsemi Common Stock | 11/03/2015 | | F | | 36,210 (1) D \$ 36.51 | 95,104 | D |
| Microsemi Common Stock (2) | 11/03/2015 | | S | | 33,176 D \$ 36.1816 | 61,928 | D |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Performance Rights | (3) | 11/03/2015 | | M | 19,700 | (3) | (3) | Microsemi Common Stock | 19,700 |
| Performance Rights | (4) | 11/03/2015 | | M | 25,615 | (4) | (4) | Microsemi Common Stock | 25,615 |
| Performance Rights | (5) | 11/03/2015 | | M | 24,071 | (5) | (5) | Microsemi Common Stock | 24,071 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOHENER JOHN W ONE ENTERPRISE ALISO VIEJO, CA 92614 | | | EVP & Chief Financial Officer | |

Signatures

Mark Lin, Attorney-in-Fact for John W. Hohener 11/05/2015

__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).

- (1) Amount represents shares withheld to satisfy tax withholdings in connection with the vesting of previously awarded performance rights.
- (2) The transactions reported on this form were executed pursuant to a 10b5-1 plan.

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(3) Each Performance Right represents a right to receive one share of Microsemi common stock. A target of 46,500 Performance Rights was granted on 11/05/2012 and between 0% and 250% of the target number may have been earned over a three-year performance period incorporating Microsemi's fiscal year 2013, 2014 and 2015. This transaction reflects the number of shares earned in the final year of the performance period and a total of 51,395 shares were earned over the three-year performance period.

(4) Each Performance Right represents a right to receive one share of Microsemi common stock. A target of 41,150 Performance Rights was granted on 11/04/2013 and between 0% and 250% of the target number may be earned over a three-year performance period incorporating Microsemi's fiscal year 2014, 2015 and 2016. This transaction reflects the number of shares earned in the second year of the performance period and a total of 34,257 shares were earned in the first two years of the performance period.

(5) Each Performance Right represents a right to receive one share of Microsemi common stock. A target of 60,179 Performance Rights was granted on 11/03/2014 and between 0% and 270% of the target number may be earned over a three-year performance period incorporating Microsemi's fiscal year 2015, 2016 and 2017. This transaction reflects the number of shares earned in the first year of the performance period.

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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