Milstead Byron Wayne Form 4 November 05, 2009

Check this box

if no longer

subject to

Section 16.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

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Form 4 or Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Milstead Byron Wayne

2. Issuer Name and Ticker or Trading

Symbol

LATTICE SEMICONDUCTOR CORP [LSCC]

Issuer

(Check all applicable)

(Last) (First) (Middle)

(State)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify

5. Relationship of Reporting Person(s) to

11/03/2009

below) Corp VP and General Counsel

(Street)

(Zin)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HILLSBORO, OR 97124

(City)

5555 N.E. MOORE CT.

(City)	(State) (A	Table	I - Non-Do	erivative S	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transactio	ransaction(A) or Disposed of			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
(msu. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following Reported	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/04/2009		M	1,400	A	\$ 0 (1)	1,515	D	
Common Stock	11/04/2009		F(2)	496	D	\$ 1.97	1,019	D	

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

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# 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 A (A) or Disposition (D) (Instr. 3, 4, a)	cquired osed of	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title a Underlyi (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 1.98	11/03/2009		A	130,000		02/03/2010(3)	11/03/2016	Comm Stock
Restricted Stock Unit (RSU)	<u>(4)</u>	11/04/2009		M		1,400	(5)	<u>(6)</u>	Comm

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Milstead Byron Wayne 5555 N.E. MOORE CT. HILLSBORO, OR 97124

Corp VP and General Counsel

### **Signatures**

/s/ Byron W.
Milstead

\*\*Signature of Date

\*\*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) Restricted Stock Units no purchase price for this transaction.
- These shares were retained by the Issuer in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of the restricted stock units. The amoun retained by the Issuer was not in excess of the amount of the tax liability.
- (3) This option to purchase shares of common stock becomes exercisable over a four year period where in 1/16th (6.25%) of the total shares granted vest on each quarterly anniversary of the grant date.
- (4) Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuers common shares without payment of specific consideration.
- (5) Grants of Restricted Stock Units (RSUs) vest as follows: 25% of the RSUs will vest on 8/4/2009 and an additional 6.25% of the RSUs vest each three months thereafter until 100% of the RSU grant is vested on 8/4/2012.
- (6) 22,400 Restricted Stock Units (RSUs) were granted on 8/4/08 and vest, in whole shares as follows: 25% of the RSU grant shall vest on 8/4/09, and an additional 6.25% of the RSUs vest on each three months thereafter until 100% of the RSU grant is vested on 8/4/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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