

PETERSON JAMES J
Form 4
December 07, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
PETERSON JAMES J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2381 MORSE AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO & Director

IRVINE, CA 92614

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 or Price		
Microsemi Common Stock ⁽¹⁾	12/05/2006		F		45,000 D \$ 21.37	63,768	D
Microsemi Common Stock ⁽¹⁾	12/05/2006		M		5,900 A \$ 8.62	69,668	D
Microsemi Common Stock ⁽¹⁾	12/05/2006		M		37,500 A \$ 7.055	107,168	D
Microsemi Common	12/05/2006		M		42,500 A \$ 11.36	149,668	D

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Stock ⁽¹⁾

Microsemi
Common
Stock ⁽¹⁾

12/05/2006

M

12,100 A

\$
13.72

161,768

D

Microsemi
Common
Stock

12/05/2006

G

39,500 D

\$
21.37

122,268

D

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 (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
ISO Option to buy Common Stock ⁽¹⁾	\$ 8.62	12/05/2006		M	5,900	03/15/2003 03/15/2012	Common Stock 5,900
ISO Option to Buy Common Stock ⁽¹⁾	\$ 7.055	12/05/2006		M	37,500	06/17/2004 06/17/2013	Common Stock 37,500
ISO Option to Buy Common Stock ⁽¹⁾	\$ 11.36	12/05/2006		M	42,500	08/18/2005 08/18/2014	Common Stock 42,500
ISO Option to Buy Common Stock ⁽¹⁾	\$ 13.72	12/05/2006		M	12,100	09/26/2005 09/26/2014	Common Stock 12,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON JAMES J 2381 MORSE AVENUE IRVINE, CA 92614	X		President, CEO & Director	

Signatures

Debbie Weber, Attorney-in-Fact for James J.
Peterson

12/07/2006

__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) This incentive stock option was granted pursuant to Microsemi Corporation's 1987 Stock Plan, which satisfies the requirements of Rule 16b-3. The option becomes exercisable in three equal installments, commencing one year after the date of the grant.

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.