

PETERSON JAMES J
Form 4
November 21, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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)

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

President & CEO

ONE ENTERPRISE

(Street)

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

ALISO VIEJO, CA 92656

(City) (State) (Zip)

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
Microsemi Common Stock ⁽³⁾	11/17/2011	11/17/2011	A		110,000	A	\$ 0
Microsemi Common Stock ⁽¹⁾	11/18/2011	11/18/2011	M		25,000	A	\$ 15.47
Microsemi Common Stock ⁽²⁾	11/18/2011	11/18/2011	S		25,000	D	\$ 17.6873
							349,333
							374,333
							349,333

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 displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)	Amount or Number of S
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified Stock Option to Buy Common Stock ⁽¹⁾	\$ 15.47	11/18/2011		M	12,500	12/20/2002 12/20/2011	Common Stock	12,
Non-qualified Stock Option to Buy Common Stock ⁽¹⁾	\$ 15.47	11/18/2011		M	12,500	12/20/2003 12/20/2011	Common Stock	12,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PETERSON JAMES J ONE ENTERPRISE ALISO VIEJO, CA 92656			President & CEO	

Signatures

Mark Lin, Attorney-in-Fact for James J. Peterson
11/21/2011

**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 non-qualified stock option was granted pursuant to Microsemi Corporation's 1987 Stock Plan, which satisfies the requirements of Rul 16b-3. The option became exercisable in four equal installments, commencing one year after the date of the grant.

Edgar Filing: PETERSON JAMES J - Form 4

- (2) Sale in accordance with 10b5-1 Program adopted August 17, 2011.
- (3) The award is scheduled to vest, subject to the reporting person's continued employment, over three years after the date of grant of the award.

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.