

MICROSEMI CORP
Form 4
January 29, 2016

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 *
LEIBEL DENNIS R

(Last) (First) (Middle)

ONE ENTERPRISE

(Street)

ALISO VIEJO, CA 92656

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2016

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)

Lead Independent Director

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 (A) or Price (D) | | |
| Microsemi Common Stock ⁽¹⁾ | 01/27/2016 | | M | | 600 A \$ 30.68 | 10,677 | D |
| Microsemi Common Stock ⁽¹⁾ | 01/27/2016 | | S | | 600 D \$ 31.25 | 10,077 | D |
| Microsemi Common Stock ⁽¹⁾ | 01/29/2016 | | M | | 4,400 A \$ 30.68 | 14,477 | D |
| Microsemi Common | 01/29/2016 | | S | | 4,400 D \$ 31.31 | 10,077 | D |

Stock ⁽¹⁾

| | | | |
|------------------------------|--------|---|---|
| Microsemi Common Stock | 28,000 | I | Defined Benefit Plan ⁽²⁾ |
|------------------------------|--------|---|---|

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 Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option to Buy Common Stock ⁽¹⁾ | \$ 30.68 | 01/27/2016 | | M | 600 | <u>(3)</u> 02/22/2016 | Microsemi Common Stock |
| Non-Qualified Stock Option to Buy Common Stock ⁽¹⁾ | \$ 30.68 | 01/29/2016 | | M | 4,400 | <u>(3)</u> 02/22/2016 | Microsemi Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| LEIBEL DENNIS R ONE ENTERPRISE ALISO VIEJO, CA 92656 | X | | | Lead Independent Director |

Signatures

Mark Lin, Attorney-in-Fact for Dennis R.
Leibel

01/29/2016

__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) The transactions reported on this form was executed pursuant to a 10b5-1 plan.
- (2) Shares are held in a defined benefit pension plan in which the reporting person is the sole trustee and sole beneficiary.
- (3) This non-qualified stock option was granted pursuant to Microsemi Corporation's 1987 Stock Plan, which satisfied the requirements of Rule 16b-3. The option became exercisable on the date of grant.

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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