SEMTECH CORP

Form 4 January 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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if no longer

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)

1. Name and Address of Reporting Person * POE JOHN D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			SEMTECH CORP [SMTC]	(Check all applicable)		
(Last)	(Last) (First) (Mid		3. Date of Earliest Transaction			
200 FLYNN ROAD			(Month/Day/Year) 01/05/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person Form filed by More than One Reporting		
CAMARILLO CA 93012-8790				rothi fried by whole than one Reporting		

Person

CAMARILLO, CA 93012-8790

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Securi	ities Acqu	ired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	01/05/2006		M	45,000	A	<u>(1)</u>	1,605,532	D (2)	
Common Stock	01/05/2006		S	8,870	D	\$ 19.05	1,596,662	D (2)	
Common Stock	01/05/2006		S	1,130	D	\$ 19.07	1,595,532	D (2)	
Common Stock	01/05/2006		S	37,532	D	\$ 19.1	1,558,000	D (2)	
Common Stock	01/05/2006		S	3,000	D	\$ 19.11	1,555,000	D (2)	
	01/05/2006		S	200	D		1,554,800	D (2)	

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Common Stock					\$ 19.12	
Common Stock	01/05/2006	S	1,984	D	\$ 19.13 1,552,816	D (2)
Common Stock	01/05/2006	S	240	D	\$ 19.14 1,552,576	D (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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of D) Instr. 3, 4,		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
Stock Option (right to buy)	(1)	01/05/2006		M	45,000	<u>(3)</u>	07/15/2008	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
POE JOHN D							
200 FLYNN ROAD	X						
CAMARILLO, CA 93012-8790							

Signatures

John D. Poe 01/05/2006 **Signature of Date Reporting Person

Reporting Owners 2 Edgar Filing: SEMTECH CORP - Form 4

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) Exercise price is \$3.03125
- (2) Total of direct and indirect ownership. These shares inloude 187,520 shares held by Mr. Poe's children. He disclaims beneficial ownership of 125,008 of these shares held by adult children.
- (3) This option vested in four equal annual installments on July 15, 1999, 2000, 2001 and 2002

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.