

ALTERA CORP
Form 4/A
February 21, 2007

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 *
SCHUELKE KATHERINE

(Last) (First) (Middle)
C/O ALTERA CORP, 101
INNOVATION DRIVE
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTERA CORP [ALTR]

3. Date of Earliest Transaction
(Month/Day/Year)
01/30/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
02/01/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel & Secretary

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)	(A) or (D)	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	Price		
Common Stock	01/30/2007		M		5,000	\$ 0	D	
Common Stock	01/30/2007		F		2,045 (2)	\$ 19.91	D	
Common Stock	02/15/2007		S		2,955	\$ 21.07	D	
Common Stock	02/15/2007		M ⁽⁵⁾		25,000	\$ 13.91	D	
Common Stock	02/15/2007		S		25,000	\$ 21.07	D	

Edgar Filing: ALTERA CORP - Form 4/A

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 Underlying Security (Instr. 3 and 4)
Restricted Stock Unit (RSU)	(3)	01/30/2007		M	5,000	01/30/2007 (4)	Common Stock
Non-Qualified Stock Options (right to buy)	\$ 13.91	02/15/2007		M	25,000	12/03/2003(5) 12/03/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUELKE KATHERINE C/O ALTERA CORP 101 INNOVATION DRIVE SAN JOSE, CA 95134			VP, General Counsel & Secretary	

Signatures

/s/ Katherine E. Schuelke 02/21/2007

**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) Includes a total of 1140 shares acquired under ALTR stock purchase plan on 4/29/05, 10/31/05, 4/28/06, 10/31/06.
- (2) Shares withheld to cover taxes on RSU shares released January 30, 2007.

Edgar Filing: ALTERA CORP - Form 4/A

- (3) Each restricted stock unit represents a right to receive one share of the Issuer's common shares for free.
- (4) The RSU Award shares shall vest and become subject to release over a four (4) year period from the date of Award, provided that the Insider continues to serve as an employee or consultant on such dates.
- (5) Exercise of Non-Qualified Stock Option granted 12/3/02.

Remarks:

This amendment is being filed to correct Table II of the original Form 4 and Form 4A filed on February 20, 2007.

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.