

BARRY KENNETH J
Form 4
March 22, 2011

FORM 4

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

OMB APPROVAL

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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 *
BARRY KENNETH J

2. Issuer Name and Ticker or Trading Symbol
SEMTECH CORP [SMTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 FLYNN ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Vice President

CAMARILLO, CA 93012-8790

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

(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 | (D) | Price |
| Common Stock | 03/22/2011 | | M | | 9,000 | A | \$ 13.15 |
| Common Stock | 03/22/2011 | | M | | 8,667 | A | \$ 11.23 |
| Common Stock | 03/22/2011 | | M | | 4,334 | A | \$ 16.68 |
| Common Stock | 03/22/2011 | | S | | 22,001 | D | \$ 23.5791 |
| | | | | | | | (1) |

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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 13.15 | 03/22/2011 | | M | 9,000 | ⁽²⁾ 02/28/2014 | Common Stock | 9,000 |
| Stock Option (Right to Buy) | \$ 11.23 | 03/22/2011 | | M | 8,667 | ⁽³⁾ 02/24/2015 | Common Stock | 8,667 |
| Stock Option (Right to Buy) | \$ 16.68 | 03/22/2011 | | M | 4,334 | ⁽⁴⁾ 03/02/2016 | Common Stock | 4,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARRY KENNETH J 200 FLYNN ROAD CAMARILLO, CA 93012-8790 | | | Vice President | |

Signatures

Kenneth J Barry 03/22/2011
 **Signature of Date
 Reporting Person

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 price represents the weighted average of all sales for this day. The prices ranged from \$23.4658 to \$23.7500. Price and share details are available upon request.
- (2) This option vested in three equal annual installments beginning on February 28, 2009.
- (3) This option vests in three approximately equal annual installments beginning on February 24, 2010.
- (4) This option vests in three approximately equal annual installments beginning on March 2, 2011.

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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