

LICCIARDELLO MARIO
Form 4
October 13, 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 *
LICCIARDELLO MARIO

2. Issuer Name and Ticker or Trading Symbol
MICRON TECHNOLOGY INC
[MU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 S FEDERAL WAY, MS 1-557
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/11/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Wireless Solutions

BOISE, ID 83716

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount (A) or (D) Price | | |
| Common Stock | 10/11/2011 | | | M | 12,250 A \$ 0 (2) | 43,067 | D |
| Common Stock | 10/11/2011 | | | F | 5,268 D \$ 5.16 (5) | 37,799 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option | \$ 5.16 | 10/11/2011 | | J | 259,000 | 10/11/2012 ⁽⁴⁾ | 10/11/2017 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 10/11/2011 | | A | 73,000 ⁽⁶⁾ | 10/11/2012 ⁽¹⁾ | 10/11/2015 | Common Stock |
| Performance Restricted Stock Unit | \$ 0 ⁽²⁾ | 01/11/2011 | | A | 91,000 ⁽³⁾ | 10/11/2012 ⁽¹⁾ | 10/11/2015 | Common Stock |
| Restricted Stock Unit | \$ 0 ⁽²⁾ | 10/11/2011 | | M | 12,250 | 10/11/2011 ⁽¹⁾ | 10/11/2014 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LICCIARDELLO MARIO 8000 S FEDERAL WAY, MS 1-557 BOISE, ID 83716 | | | VP, Wireless Solutions | |

Signatures

Katie Reid,
Attorney-in-fact

10/13/2011

__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) Restricted Stock Units vest in 25% increments annually on anniversary date of grant.
- (2) Not Applicable - grant of restricted stock
- (3) The vesting of restricted shares is subject to achievement of certain performance criteria. In the event that the performance criteria are not met, the restricted shares will be forfeited.
- (4) Stock Options vest in 25% increments annually on anniversary date of grant.
- (5) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock awarded under the Issuer's 2004 Equity Incentive Plan.

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(6) Each restricted stock unit is convertible to one share of Common Stock at vest.

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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