

MICRON TECHNOLOGY INC
Form SC 13G/A
February 13, 2002

SCHEDULE 13G/A

(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13D-1(B), (C)
AND (D) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 2)

MICRON TECHNOLOGY, INC.

(NAME OF ISSUER)

COMMON STOCK, PAR VALUE \$.10 PER SHARE

(TITLE OF CLASS OF SECURITIES)

595112103

(CUSIP NUMBER)

DECEMBER 31, 2001

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS
SCHEDULE IS FILED:

[] RULE 13D-1(B)

[X] RULE 13D-1(C)

[] RULE 13D-1(D)

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1 Names of Reporting Persons/I.R.S. Identification Nos. of Above Persons
(Entities Only)

Texas Instruments Incorporated (IRS no. 75-0289970)

2 Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

3 SEC Use Only

4 Citizenship or Place of Organization

Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	56,952,399
BENEFICIALLY OWNED BY	6. SHARED VOTING POWER	N/A
EACH REPORTING	7. SOLE DISPOSITIVE POWER	56,952,399
PERSON WITH	8. SHARED DISPOSITIVE POWER	N/A

9 Aggregate Amount Beneficially Owned by Each Reporting Person

56,952,399

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11 Percent of Class Represented by Amount in Row (9)

9.5%

12 Type of Reporting Person

CO

EXPLANATORY NOTE

This Amendment No. 2 to Schedule 13G, amends, supplements and restates the Statement on Schedule 13G initially filed with the Securities and Exchange Commission on October 9, 1998 by Texas Instruments Incorporated.

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ITEM 1.

- (a) Name of Issuer: Micron Technology, Inc.
- (b) Address of Issuer's Principal Executive Offices:
8000 S. Federal Way
P.O. Box 6
Boise, Idaho 83707-0006

ITEM 2.

- (a) Name of Persons Filing: Texas Instruments Incorporated
- (b) Address of Principal Business Office or, if none, Residence:
12500 TI Boulevard
P.O. Box 660199
Dallas, TX 75266-0199
- (c) Citizenship: Delaware
- (d) Title of Class of Securities: Common Stock, \$.10 par value
- (e) CUSIP Number: 595112103

ITEM 3.

Not applicable.

ITEM 4. OWNERSHIP

- (a) Amount beneficially owned: 56,952,399 shares
- (b) Percent of class: 9.5%

(All percentages computed by reference to the 600,222,082 shares that the Issuer reported as outstanding as of January 9, 2002, in its Report on Form 10-Q filed with the Securities and Exchange Commission on January 14, 2002.)

- (c) Number of shares as to which the person has:
- (i) sole power to vote or to direct the vote: 56,952,399
- (ii) shared power to vote or to direct the vote: N/A
- (iii) sole power to dispose or to direct the disposition of: 56,952,399
- (iv) shared power to dispose or to direct the disposition of: N/A

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. []

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2002

/s/ WILLIAM A. AYLESWORTH

William A. Aylesworth
Senior Vice President,
Treasurer and
Chief Financial Officer