

LATTICE SEMICONDUCTOR CORP

Form 4

March 28, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Downing Maxwell J2. Issuer Name **and** Ticker or Trading
Symbol
LATTICE SEMICONDUCTOR
CORP [LSCC]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5555 N.E. MOORE CT.
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2017☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Interim CFO

HILLSBORO, OR 97124

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) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common Stock | 03/25/2017 | | M | V Amount (A) or (D) Price 811 A \$ 0 (1) | 19,151 | D | |
| Common Stock | 03/25/2017 | | F(2) | 338 D \$ 6.97 | 18,813 | D | |

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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(9-02)

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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. De Se (In |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| Restricted Stock Unit (RSU) | \$ 0 ⁽³⁾ | 03/25/2017 | | M | 811 | 03/25/2014 ⁽⁴⁾ ⁽⁵⁾ | Common Stock | 811 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Downing Maxwell J 5555 N.E. MOORE CT. HILLSBORO, OR 97124 | | | Interim CFO | |

Signatures

By: Byron W. Milstead, Attorney-in-Fact For: Maxwell J. Downing 03/28/2017

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 - no purchase price for this transaction.

(2) These shares were retained by the Issuer in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of the restricted stock units. The amount retained by the Issuer was not in excess of the amount of the tax liability.

(3) Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuers common shares without payment of specific consideration.

(4) This grant of Restricted Stock Units (RSUs) vest as follows: 25% of the RSUs will vest upon the one-year anniversary of the grant date and an additional 6.25% of the RSUs vest each three months thereafter until 100% of the RSU grant is vested.

(5) Not applicable.

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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