

MICRON TECHNOLOGY INC
 Form 4
 April 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
 FOSTER RONALD C

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, MAIL
 STOP 557
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO & VP OF FINANCE

BOISE, ID 83707

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 (D) or (A) Price | | | |
| COMMON STOCK | 04/01/2011 | | | F 7,172 D \$ 11.46 (1) | 453,127 | D | |
| COMMON STOCK | 04/01/2011 | | | M 10,000 A \$ 4.48 (2) | 463,127 | D | |
| COMMON STOCK | 04/01/2011 | | | S 300 D \$ 11.24 (2) | 462,827 | D | |
| COMMON STOCK | 04/01/2011 | | | S 200 D \$ 11.245 (2) | 462,627 | D | |
| | 04/01/2011 | | | S 400 D | 462,227 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|--|----------------------------|---------|---|
| COMMON STOCK | | | | | | \$ 11.25 <u>(2)</u> | | |
| COMMON STOCK | 04/01/2011 | S | 100 | D | | \$ 11.255 <u>(2)</u> | 462,127 | D |
| COMMON STOCK | 04/01/2011 | S | 200 | D | | \$ 11.26 <u>(2)</u> | 461,927 | D |
| COMMON STOCK | 04/01/2011 | S | 400 | D | | \$ 11.265 <u>(2)</u> | 461,527 | D |
| COMMON STOCK | 04/01/2011 | S | 800 | D | | \$ 11.27 <u>(2)</u> | 460,727 | D |
| COMMON STOCK | 04/01/2011 | S | 300 | D | | \$ 11.275 <u>(2)</u> | 460,427 | D |
| COMMON STOCK | 04/01/2011 | S | 300 | D | | \$ 11.28 <u>(2)</u> | 460,127 | D |
| COMMON STOCK | 04/01/2011 | S | 900 | D | | \$ 11.29 <u>(2)</u> | 459,227 | D |
| COMMON STOCK | 04/01/2011 | S | 300 | D | | \$ 11.295 <u>(2)</u> | 458,927 | D |
| COMMON STOCK | 04/01/2011 | S | 700 | D | | \$ 11.3 <u>(2)</u> | 458,227 | D |
| COMMON STOCK | 04/01/2011 | S | 200 | D | | \$ 11.305 <u>(2)</u> | 458,027 | D |
| COMMON STOCK | 04/01/2011 | S | 1,700 | D | | \$ 11.31 <u>(2)</u> | 456,327 | D |
| COMMON STOCK | 04/01/2011 | S | 300 | D | | \$ 11.315 <u>(2)</u> | 456,027 | D |
| COMMON STOCK | 04/01/2011 | S | 200 | D | | \$ 11.32 <u>(2)</u> | 455,827 | D |
| COMMON STOCK | 04/01/2011 | S | 100 | D | | \$ 11.325 <u>(2)</u> | 455,727 | D |
| COMMON STOCK | 04/01/2011 | S | 100 | D | | \$ 11.345 <u>(2)</u> | 455,627 | D |
| COMMON STOCK | 04/01/2011 | S | 700 | D | | \$ 11.35 <u>(2)</u> | 454,927 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|---|---------------------|---------|---|----------------|
| COMMON STOCK | 04/01/2011 | | S | 200 | D | \$ 11.355 (2) | 454,727 | D | |
| COMMON STOCK | 04/01/2011 | | S | 100 | D | \$ 11.36 (2) | 454,627 | D | |
| COMMON STOCK | 04/01/2011 | | S | 300 | D | \$ 11.37 (2) | 454,327 | D | |
| COMMON STOCK | 04/01/2011 | | S | 300 | D | \$ 11.38 (2) | 454,027 | D | |
| COMMON STOCK | 04/01/2011 | | S | 100 | D | \$ 11.385 (2) | 453,927 | D | |
| COMMON STOCK | 04/01/2011 | | S | 100 | D | \$ 11.39 (2) | 453,827 | D | |
| COMMON STOCK | 04/01/2011 | | S | 200 | D | \$ 11.395 (2) | 453,627 | D | |
| COMMON STOCK | 04/01/2011 | | S | 100 | D | \$ 11.4 (2) | 453,527 | D | |
| COMMON STOCK | | | | | | | 1,026 | I | JT WITH SPOUSE |

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.

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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 Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|--------------|----------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am or Num of S |
| Non-Qualified Stock Option | \$ 4.48 | 04/01/2011 | | M | 10,000 | 10/03/2009 | 10/03/2015 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FOSTER RONALD C 8000 S. FEDERAL WAY MAIL STOP 557 BOISE, ID 83707 | | | CFO & VP OF FINANCE | |

Signatures

| | |
|------------------------------------------------|---------------------|
| Katie Reid | |
| Attorney-in-fact | 04/04/2011 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) 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.
 - (2) Transactions pursuant to 10b5-1 Trading Plan entered into on February 16, 2011

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.