MICROSEMI CORP
Form 4
November 23, 2015

## FORM 4

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

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

| OMB APPROVAL | |
| --- | --- |
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(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br>MASSENGILL MATTHEW E | 2. Issuer Name **and** Ticker or Trading Symbol<br>MICROSEMI CORP [MSCC] | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable) |
| --- | --- | --- |
| (Last)        (First)        (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/19/2015 | __X__ Director              _____ 10% Owner<br>_____ Officer (give title     _____ Other (specify below)        below) |
| ONE ENTERPRISE | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |
| ALISO VIEJO, CA 92656 | | |
| (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 | (A) or (D) | Price | | | |
| Microsemi Common Stock | 11/19/2015 | | M | | 40,000 | A | $ 30.68 | 40,000 | D | |
| Microsemi Common Stock | 11/19/2015 | | S | | 40,000 | D | $ 36.6106 | 0 | D | |
| Microsemi Common Stock | | | | | | | | 13,302 | I | By Revocable Living Trust |

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

**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 Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option Right to Buy Common Stock [(1)](#) | $ 30.68 | 11/19/2015 | | M | | | 40,000 | 02/22/2006 | 02/22/2016 | Common Stock | 40 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MASSENGILL MATTHEW E ONE ENTERPRISE ALISO VIEJO, CA 92656 | X | | | |

# Signatures

| | |
|---|---|
| Mark Lin, Attorney-in-Fact for Matthew E. Massengill | 11/23/2015 |
| **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) This non-qualified stock option was granted pursuant to Microsemi Corporation's 1987 Stock Plan, which satisfied the requirements of Rule 16b-3. The option became exercisable on the date of grant.

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.