

SEMTECH CORP
Form 4
May 27, 2009

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 *
HANKIN ROCKELL N

2. Issuer Name and Ticker or Trading Symbol
SEMTECH CORP [SMTC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 FLYNN ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

CAMARILLO, CA 93012-8790

(City) (State) (Zip)

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

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
Common Stock	05/26/2009		M		20,000	A	\$ 13.0313
Common Stock	05/26/2009		S		400	D	\$ 15.325
Common Stock	05/26/2009		S		400	D	\$ 15.33
Common Stock	05/26/2009		S		3,900	D	\$ 15.335
Common Stock	05/26/2009		S		200	D	\$ 15.34
	05/26/2009		S		1,900	D	\$ 15.35

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Common Stock							
Common Stock	05/26/2009	S	1,000	D	\$ 15.355	248,140	D
Common Stock	05/26/2009	S	1,400	D	\$ 15.36	246,740	D
Common Stock	05/26/2009	S	1,800	D	\$ 15.365	244,940	D
Common Stock	05/26/2009	S	2,400	D	\$ 15.37	242,540	D
Common Stock	05/26/2009	S	800	D	\$ 15.375	241,740	D
Common Stock	05/26/2009	S	1,500	D	\$ 15.38	240,240	D
Common Stock	05/26/2009	S	1,900	D	\$ 15.385	238,340	D
Common Stock	05/26/2009	S	1,800	D	\$ 15.39	236,540	D
Common Stock	05/26/2009	S	500	D	\$ 15.395	236,040	D
Common Stock	05/26/2009	S	100	D	\$ 15.405	235,940	D

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

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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. Amount or Number of Shares
Stock Option	\$ 13.0313	05/26/2009		M	20,000	<u>(1)</u> 07/01/2009	Common Stock	20,000

(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANKIN ROCKELL N 200 FLYNN ROAD CAMARILLO, CA 93012-8790		X		

Signatures

Rockell N. Hankin by Randall H. Holliday under Power of Attorney dated November 3, 2008
(copy on file)

05/27/2009

__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 option vested in 4 equal annual installments on July 1, 2000, 2001, 2002 and 2003.

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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