

LATTICE SEMICONDUCTOR CORP
 Form 4
 February 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Billerbeck Darin G

2. 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)
 02/20/2014

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/20/2014		M	V	\$ 0 (1)	193,815	D
Common Stock	02/20/2014		F(2)	D	\$ 7.85	168,699	D

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Restricted Stock Unit (PRSU)	\$ 0 ⁽³⁾	02/20/2014		M ⁽⁴⁾	49,296	⁽⁵⁾ ⁽⁶⁾	Common Stock 49,296

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Billerbeck Darin G 5555 N.E. MOORE CT. HILLSBORO, OR 97124	X		President & CEO	

Signatures

By: Byron W. Milstead, Attorney-in-Fact For: Darin G. Billerbeck

02/24/2014

 **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.

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 Issuer's common shares without payment of specific consideration.

(4) The performance criteria related to 50% of the PRSUs granted vest on February 20, 2014 pursuant to the closing sale price of the Issuer's Common Stock exceeding the Grant Date closing price by ten percent (10%).

(5) Grants of the Performance Restricted Stock Units (PRSUs) vest as follows: (a) 50% of the PRSUs will vest on such later date as the closing sale price of the Issuer's Common Stock shall exceed the Grant Date closing price by ten percent (10%) and the date the Compensation Committee of the Board of Directors shall have certified the same; and (b) the remaining 50% of the PRSUs will vest on such later date as the closing sale price of the Issuer's Common Stock shall exceed the Grant Date closing price by twenty percent (20%) and the date the Compensation Committee of the Board of Directors shall have certified the same; provided, however, that such vesting with respect to either shall have occurred not more than seven (7) years from the date of grant or either grant of PRSUs with respect to

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which the performance condition has not been met shall forfeit.

(6) 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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