

SCHRAITH JAMES

Form 4

March 19, 2008

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 *
SCHRAITH JAMES

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)
03/17/2008

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

CAMARILLO, CA 93012-8790

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	03/17/2008		M	28,000 A	\$ 4,4219	68,000	D
Common Stock	03/17/2008		S	100 D	\$ 13.49	67,900	D
Common Stock	03/17/2008		S	300 D	\$ 13.48	67,600	D
Common Stock	03/17/2008		S	1,000 D	\$ 13.47	66,600	D
Common Stock	03/17/2008		S	900 D	\$ 13.46	65,700	D
	03/17/2008		S	2,250 D	\$ 13.45	63,450	D

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Common
Stock

Common Stock	03/17/2008	S	200	D	\$ 13.445	63,250	D
Common Stock	03/17/2008	S	6,100	D	\$ 13.44	57,150	D
Common Stock	03/17/2008	S	5,300	D	\$ 13.43	51,850	D
Common Stock	03/17/2008	S	4,000	D	\$ 13.42	47,850	D
Common Stock	03/17/2008	S	1,600	D	\$ 13.41	46,250	D
Common Stock	03/17/2008	S	4,100	D	\$ 13.4	42,150	D
Common Stock	03/17/2008	S	1,300	D	\$ 13.39	40,850	D
Common Stock	03/17/2008	S	850	D	\$ 13.38	40,000	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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 4.4219	03/17/2008		M	28,000	(1) 07/01/2008	Common Stock	28,000

Reporting Owners

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

Signatures

James T. Schraith by Drew L. Alexis under Power of Attorney dated January 23, 2008 (copy attached)

03/19/2008

__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 three approximately equal annual installments on July 1, 1999, 2000 and 2001.

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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