

HANKIN ROCKELL N
Form 4
March 21, 2018

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)
03/19/2018

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Board of Directors

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)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/19/2018		M		2,500	A	\$ 24.94
Common Stock	03/19/2018		M		1,250	A	\$ 29.68
Common Stock	03/19/2018		M		2,500	A	\$ 28.06
Common Stock	03/19/2018		M		5,000	A	\$ 35.17
Common Stock	03/19/2018		M		1,250	A	\$ 26.59

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Common Stock	03/19/2018	S	1,250	D	\$ 40.0605 (1)	166,190	D
Common Stock	03/19/2018	S	2,500	D	\$ 40.0605 (1)	163,690	D
Common Stock	03/19/2018	S	1,250	D	\$ 40.0605 (1)	162,440	D
Common Stock	03/19/2018	S	5,000	D	\$ 40.0605 (1)	157,440	D
Common Stock	03/19/2018	S	2,500	D	\$ 40.0605 (1)	154,940	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
Option (right to buy)	\$ 24.94	03/19/2018		M	2,500	01/01/2015 ⁽²⁾ 01/01/2020	SMTC	2,500
Option (right to buy)	\$ 26.59	03/19/2018		M	1,250	07/01/2015 ⁽³⁾ 07/01/2020	SMTC	1,250
Option (right to buy)	\$ 29.68	03/19/2018		M	1,250	01/01/2014 ⁽⁴⁾ 01/01/2019	SMTC	1,250

Option (right to buy)	\$ 35.17	03/19/2018	M	5,000	07/01/2014 ⁽⁵⁾	07/01/2019	SMTC	5,000
Option (right to buy)	\$ 28.06	03/19/2018	M	2,500	01/01/2016 ⁽⁶⁾	01/01/2021	SMTC	2,500

Reporting Owners

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

Signatures

/s/Rockell N. Hankin by Charles B. Ammann under Power of Attorney dated February 25, 2014 (Copy on File) 03/21/2018

__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 price represents the weighted average of these sales. The prices ranged from \$39.6500 to \$40.5000. Price and share details are available upon request.
- (2) This grant vests in four annual installments beginning on January 1, 2015.
- (3) This grant vests in four annual installments beginning on July 1, 2015.
- (4) This grant vests in four annual installments beginning on January 1, 2014.
- (5) This grant vests in four annual installments beginning on July 1, 2014.
- (6) This grant vests in four annual installments beginning on January 1, 2016.

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.