

GREENE JAMES H JR
Form 4
April 21, 2010

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 *
GREENE JAMES H JR

(Last) (First) (Middle)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9 WEST
57TH STREET

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Avago Technologies LTD [AVGO]

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Footnotes (1) and (2)

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares, no par value	04/21/2010		M	50,000	A \$ 5 50,000	D	
Ordinary Shares, no par value					2,326,181	I	Held through Bali Investments S.?r.l. and KKR Partners (International), Limited

Partnership ⁽¹⁾
(2) (4)

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)	\$ 5	04/21/2010		M	50,000	<u>(3)</u> 06/24/2010	Ordinary Shares, no par value	50,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

GREENE JAMES H JR
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.
9 WEST 57TH STREET
NEW YORK, NY 10019

See Footnotes (1) and (2)

Signatures

/s/ Richard J. Kreider, Attorney-in-fact for James H.
Greene, Jr.

04/21/2010

**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) Bali Investments S.??r.l. ("Bali") holds 127,757,725 ordinary shares, or 53.8%, of Avago Technologies Limited ("Avago") based on 237,687,764 ordinary shares outstanding as of February 26, 2010. The shareholders of Bali include overseas investment funds affiliated with Kohlberg Kravis Roberts & Co. L.P. (the "KKR Entities") and funds affiliated with Silver Lake Partners. The Reporting Person

disclaims beneficial ownership of such securities.

- (2) KKR Partners (International), Limited Partnership ("Partners International"), as a shareholder of Bali, may be deemed to indirectly own 2,326,181 ordinary shares of Avago. As the sole general partner of Partners International, KKR 1996 Overseas, Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Partners International. KKR 1996 Overseas, Limited disclaims beneficial ownership of such securities, except to the extent of its pecuniary interest. As a director of KKR 1996 Overseas, Limited, Mr. Greene may be deemed to be the beneficial owner of the securities held by Partners International but disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest.
- (3) The options to purchase ordinary shares vested with respect to 20% of the ordinary shares subject thereto (i.e., 10,000 ordinary shares) on each anniversary of December 1, 2005 and the remaining options to purchase 10,000 ordinary shares became vested effective upon the Reporting Person's resignation from the board of directors of Avago.
- (4) The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of all such equity securities covered by this statement.

Remarks:

Effective as of March 26, 2010, the Reporting Person resigned as a member of the board of directors of Avago.

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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