

Avago Technologies LTD
Form 4
March 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
OOI BOON C

(Last) (First) (Middle)

C/O AVAGO TECHNOLOGIES US INC., 1320 RIDDER PARK DRIVE

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP, Global Operations

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares | 03/11/2015 | | M ⁽¹⁾ | | 12,500 | A | \$ 62.02 |
| | | | | | | | 91,091 ⁽²⁾ |
| Ordinary Shares | 03/11/2015 | | S ⁽¹⁾ | | 34,234 | D | \$ 125.1615 |
| | | | | | | | 56,857 ⁽²⁾ |
| Ordinary Shares | 03/11/2015 | | S ⁽¹⁾ | | 1,600 | D | \$ 126.1478 |
| | | | | | | | 55,257 ⁽²⁾ |
| Ordinary Shares | 03/12/2015 | | M ⁽¹⁾ | | 7,500 | A | \$ 35.45 |
| | | | | | | | 62,757 ⁽²⁾ |
| | 03/12/2015 | | S ⁽¹⁾ | | 400 | D | 62,357 ⁽²⁾ |

Edgar Filing: Avago Technologies LTD - Form 4

| | | | | | | | | |
|-----------------|------------|--|--------------|-------|---|--------------------------|-------------------|---|
| Ordinary Shares | | | | | | \$ 122.438 <u>(5)</u> | | |
| Ordinary Shares | 03/12/2015 | | S <u>(1)</u> | 3,900 | D | \$ 123.868 <u>(6)</u> | 58,457 <u>(2)</u> | D |
| Ordinary Shares | 03/12/2015 | | S <u>(1)</u> | 3,200 | D | \$ 124.572 <u>(7)</u> | 55,257 <u>(2)</u> | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | \$ 62.02 | 03/11/2015 | | M <u>(1)</u> | 12,500 | <u>(8)</u> 03/10/2021 | Ordinary Shares | 12,500 |
| Stock Option (Right to Buy) | \$ 35.45 | 03/12/2015 | | M <u>(1)</u> | 7,500 | <u>(9)</u> 03/11/2020 | Ordinary Shares | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OOI BOON C C/O AVAGO TECHNOLOGIES US INC. 1320 RIDDER PARK DRIVE SAN JOSE, CA 95131 | | | SVP, Global Operations | |

Signatures

/s/ Patricia H. McCall, Attorney-in-Fact for Boon
C. Ooi

03/13/2015

__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) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person.

(2) Includes 52,167 Restricted Share Units ("RSUs").

(3) Transaction executed in multiple trades at prices ranging from \$125.00 to \$125.80 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(4) Transaction executed in multiple trades at prices ranging from \$126.04 to \$126.23 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(5) Transaction executed in multiple trades at prices ranging from \$122.04 to \$122.79 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(6) Transaction executed in multiple trades at prices ranging from \$123.35 to \$124.28 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(7) Transaction executed in multiple trades at prices ranging from \$124.35 to \$124.86 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(8) Share price performance option (the "First Option") granted pursuant to the Avago Technologies Limited 2009 Equity Incentive Award Plan (the "Avago Plan"). The First Option vests over four years, with 25% vesting on each anniversary of March 11, 2014. The First Option will not be exercisable until the date on which the average of the closing prices of the Company's ordinary shares (as reported on the stock exchange on which the shares are listed), over a ten consecutive trading day period is equal to or greater than 120% of the exercise price of the First Option. This criteria has been met and the First Option is exercisable to the extent vested.

(9) Share price performance option (the "Second Option") granted pursuant to the Avago Plan. The Second Option vests over four years, with 25% vesting on each anniversary of March 12, 2013. The Second Option will not be exercisable until the date on which the average of the closing prices of the Company's ordinary shares (as reported on the stock exchange on which the shares are listed), over a ten consecutive trading day period is equal to or greater than 120% of the exercise price of the Second Option. This criteria has been met and the Second Option is exercisable to the extent vested.

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.