

KIRK ROBERT S
Form 4
December 02, 2010

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 *
KIRK ROBERT S

2. Issuer Name and Ticker or Trading Symbol
MICROTUNE INC [TUNE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2201 TENTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President Worldwide Sales

PLANO, TX 75074
(City) (State) (Zip)

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

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 | (D) | Price |
| | | | | | | | \$ |
| Common Stock | 11/30/2010 | | D | | 51,921 | D | 2.92 |
| | | | | | | | 0 |
| | | | | | | | <u>(1)</u> |

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.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (2) | 11/30/2010 | | D | 223,089 | (6) (6) | Common Stock | 223,089 |
| Stock Option (right to buy) | (6) | 11/30/2010 | | D | 490,672 | (4) (6) | Common Stock | 490,672 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KIRK ROBERT S 2201 TENTH STREET PLANO, TX 75074 | | | Vice President Worldwide Sales | |

Signatures

/s/ Robert S. Kirk
12/02/2010

**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) Disposed of pursuant to the Agreement and Plan of Merger between Issuer, Zoran Corporation ("Zoran") and Maple Acquisition Corp. dated September 7, 2010 (the "Merger Agreement"), in exchange for \$2.92 per share in cash.
- (2) Each restricted stock unit represents a contingent right to receive one share of Microtune common stock.
Pursuant to the Merger Agreement, the restricted stock units were assumed by Zoran and shall represent a contingent right to receive
- (3) 93,697 shares of Zoran Common Stock based on the Exchange Ratio (as defined in the Merger Agreement) established three days prior to Closing.
- (4) Pursuant to the Merger Agreement, the option vested in full immediately prior to the effectiveness of the merger.
- (5) Pursuant to the Merger Agreement, the stock options were cancelled upon the effectiveness of the merger in exchange for a cash payment equivalent to \$50,433.55 which represents the excess of \$2.92 over the per share exercise price of the stock options.
- (6) Please see the Issuer's latest proxy statement.

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.