

PALMOUR JOHN W
Form 4
October 19, 2004

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 *
PALMOUR JOHN W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
231 DEVONBROOK LANE

3. Date of Earliest Transaction (Month/Day/Year)
10/18/2004

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

Executive Vice President

(Street)
CARY, NC 27511

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)	
				Code	V	Amount				(A) or (D)
Common Stock	10/04/2004		G	V	1,790	D	\$ 0	836,875	D	
Common Stock	10/18/2004		M		8,000	A	\$ 3.8125	844,875	D	
Common Stock	10/18/2004		S ⁽¹⁾		25,000	D	\$ 28.7328	819,875	D	
Common Stock	10/19/2004		M		3,000	A	\$ 3.8125	822,875	D	
Common Stock	10/19/2004		S ⁽¹⁾		10,000	D	\$ 30.5555	812,875	D	⁽²⁾

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Nonqualified Stock Option (Right to Buy)	\$ 3.8125	10/18/2004		M	8,000	07/01/1999 ⁽³⁾ 07/01/2008	Common Stock	8,000
Nonqualified Stock Option (Right to Buy)	\$ 3.8125	10/19/2004		M	3,000	07/01/1999 ⁽³⁾ 07/01/2008	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMOUR JOHN W 231 DEVONBROOK LANE CARY, NC 27511	X		Executive Vice President	

Signatures

Tamara Cappelson,
Attorney-In-Fact 10/19/2004

**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)

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The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 2, 2004.

- (2) Of the 812,875 shares held by Dr. Palmour, 772,875 shares are held by him directly and 40,000 shares are held by him indirectly by his spouse.
- (3) The option vested and became exercisable as to 12,000 shares on July 1, 1999 and as to 60,000 shares on each of July 1, 2000 and July 1, 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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