

EDWARDS BRUCE C

Form 4

May 28, 2013

**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 \*  
EDWARDS BRUCE C

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)  
05/28/2013

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

CAMARILLO, CA 93012-8790

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 05/28/2013                              |                                                             | M                                    | 5,000 A                                                                 | \$<br>17.61                                                                                                        | 12,000                                                               | D                                       |
| Common<br>Stock                       | 05/28/2013                              |                                                             | S                                    | 5,000 D                                                                 | \$<br>35.96                                                                                                        | 7,000                                                                | 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  
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SEC 1474  
(9-02)

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

## Edgar Filing: EDWARDS BRUCE C - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                                                                                                                                                                                                                                                                                                                                                                                              | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
| <div style="display: flex; justify-content: space-between;"> <div> <div style="display: flex; justify-content: space-between; width: 100%;"> <div>Code</div> <div>V</div> <div>(A)</div> <div>(D)</div> </div> <div> <div style="display: flex; justify-content: space-between; width: 100%;"> <div>Date<br/>Exercisable</div> <div>Expiration<br/>Date</div> <div>Title</div> <div>Amount<br/>or<br/>Number<br/>of<br/>Shares</div> </div> </div> </div> </div> |                                                                    |                                         |                                                             |                                      |                                                                                                                 |                                                                |                                                                     |                                                                     |
| Stock<br>Option<br>(right to<br>buy)                                                                                                                                                                                                                                                                                                                                                                                                                             | \$ 17.61                                                           | 05/28/2013                              |                                                             | M                                    | 5,000                                                                                                           | <u>(1)</u> 07/01/2013                                          | Common<br>Stock                                                     | 5,000                                                               |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |         |       |
|---------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                               | Director      | 10% Owner | Officer | Other |
| EDWARDS BRUCE C<br>200 FLYNN ROAD<br>CAMARILLO, CA 93012-8790 | X             |           |         |       |

## Signatures

Bruce C. Edwards by Randall H. Holliday under Power of Attorney dated November 5, 2008  
(Copy On File) 05/28/2013

\_\_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 option vested in four annual installments beginning on July 1, 2008.

### Remarks:

These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Edwards on April 10, 2012.

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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