

BRANDI RALPH
Form 4
November 29, 2005

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 *
BRANDI RALPH

2. Issuer Name and Ticker or Trading Symbol
MICROSEMI CORP [MSCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2381 MORSE AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Executive Vice President & COO

IRVINE, CA 92614

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Microsemi Common Stock <u>(1)</u> <u>(2)</u>	11/28/2005		M		4,000 A \$ 7.1406	55,846	D
Microsemi Common Stock <u>(1)</u> <u>(2)</u>	11/28/2005		S		4,000 D \$ 27.45	51,846	D
Microsemi Common Stock <u>(1)</u>	11/28/2005		M		10,000 A \$ 3.115	61,846	D
Microsemi Common	11/28/2005		G		1,000 D \$ 26.95	60,846	D

Stock ⁽¹⁾

Microsemi

Common Stock ⁽¹⁾	11/28/2005	G	437	D	\$ 26.95	60,409	D
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Microsemi

Common Stock ⁽¹⁾	11/28/2005	G	437	D	\$ 26.95	59,972	D
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Microsemi

Common Stock ⁽¹⁾	11/28/2005	G	437	D	\$ 26.95	59,535	D
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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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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
ISO Option to Buy Common Stock ⁽¹⁾ ⁽²⁾	\$ 7.1406	11/28/2005		M	4,000	11/28/2001	11/28/2010	Common Stock	4,000
ISO Option to Buy Common Stock ⁽¹⁾	\$ 3.115	11/28/2005		M	10,000	11/26/2003	11/26/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BRANDI RALPH
2381 MORSE AVENUE
IRVINE, CA 92614

Executive Vice President & COO

Signatures

Debbie Weber, Attorney-in-Fact for Ralph
Brandi

11/29/2005

 **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 incentive stock option was granted pursuant to Microsemi Corporation's 1987 Stock Plan, which satisfies the requirements of Rule 16b-3. The option becomes exercisable in four equal installments, commencing one year after the date of the grant.
- (2) Sale executed in accordance with Supplement to 10B5-1 Program for Microsemi Stock adopted April 28, 2004, as amended.

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.