PETERSON JAMES J

Form 4

December 09, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * PETERSON JAMES J			2. Issuer Name and Ticker or Trading Symbol MICROSEMI CORP [MSCC]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
2381 MORSE AVENUE			(Month/Day/Year) 12/07/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specification) below) President, CEO & Director			
(Street) IRVINE, CA 92614			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(0'.)	(0, ,)	(77:)					

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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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. Securiti	ed of (5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
			Code V	Amount	(D)	Price	(Ilisti. 3 and 4)	
Microsemi Common Stock (1) (2)	12/07/2005		S	3,800	D	\$ 28.5079	198,468	D
Microsemi Common Stock (1)	12/08/2005		M	40,000	A	\$ 7.2188	238,468	D
MicrosemiCommon Stock (1)	12/08/2005		M	17,700	A	\$ 8.62	256,168	D
Microsemi Common Stock (1)	12/08/2005		M	37,500	D	\$ 7.055	293,668	D
Microsemi Common Stock	12/08/2005		G	10,000	D	\$ 28.13	283,668	D

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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Microsemi Common Stock	12/08/2005	G	10,000	D	\$ 28.13	273,668	D
Microsemi Common Stock	12/08/2005	G	2,000	D	\$ 28.13	271,668	D
Microsemi Common Stock	12/08/2005	G	2,000	D	\$ 28.13	269,668	D
Microsemi Common Stock	12/08/2005	G	2,000	D	\$ 28.13	267,668	D
Microsemi Common Stock	12/08/2005	G	2,000	D	\$ 28.13	265,668	D
Microsemi Common Stock	12/08/2005	G	2,000	D	\$ 28.13	263,668	D
Microsemi Common Stock	12/08/2005	G	2,000	D	\$ 28.13	261,668	D
Microsemi Common Stock	12/08/2005	G	8,000	D	\$ 28.13	253,668	D
Microsemi Common Stock	12/08/2005	G	20,000	D	\$ 28.13	233,668	D

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. Transactic Code (Instr. 8)	5. Number of or 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
ISO Option to Buy CommonStock	\$ 7.2188	12/08/2005		M	40,000	03/01/2001	03/01/2010	Common Stock	40
ISO Option to Buy Common Stock (1)	\$ 8.62	12/08/2005		M	17,700	03/15/2003	03/15/2012	Common Stock	17

ISO Option to

Buy Common \$ 7.055 12/08/2005 M 37,500 06/17/2004 06/17/2013

Stock (1)

500 06/17/2004 06/17/2013 Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PETERSON JAMES J 2381 MORSE AVENU

2381 MORSE AVENUE X President, CEO & Director

IRVINE, CA 92614

Signatures

Debbie Weber, Attorney-in-Fact for James J.
Peterson 12/09/2005

**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 adopted December 1, 2004, as amended.

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