

BRANDI RALPH
Form 4
January 05, 2006

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

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

IRVINE, CA 92614

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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>	01/03/2006		M		362 A \$ 1.8905	83,797	D
Microsemi Common Stock <u>(1) (2)</u>	01/03/2006		S		362 D \$ 27.654	83,435	D
Microsemi Common Stock <u>(1)</u>	01/03/2006		M		1,507 A \$ 7.055	84,942	D
Microsemi Common	01/03/2006		S		1,507 D \$ 27.654	83,435	D

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Stock ⁽¹⁾ ⁽²⁾

Microsemi

Common 01/03/2006 S 131 D \$ 27.654 83,304 D
 Stock ⁽²⁾

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
ISO Option to Buy Common Stock ⁽¹⁾	\$ 1.8905	01/03/2006		M	362	04/20/2000 04/20/2009	Common Stock	362
ISO Option to Buy Common Stock ⁽¹⁾	\$ 7.055	01/03/2006		M	1,507	06/17/2004 06/17/2013	Common Stock	1,507

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

01/05/2006

__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 in accordance with 10B5-1 Program adopted December 15, 2005.

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.