

SONKSEN DAVID R
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

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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 *
SONKSEN DAVID R

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

IRVINE 92614

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2006

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 & CFO

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Microsemi Common Stock <u>(1)</u> <u>(2)</u> | 08/21/2006 | | M | | 1,400 A \$ 7.055 | 59,082 | D |
| Microsemi Common Stock <u>(2)</u> | 08/21/2006 | | S | | 1,400 D \$ 26.361 | 57,682 | D |
| Microsemi Common Stock <u>(1)</u> <u>(2)</u> | 08/21/2006 | | M | | 1,600 A \$ 8.62 | 59,282 | D |
| Microsemi Common | 08/21/2006 | | S | | 1,600 D \$ 26.361 | 57,682 | D |

Stock ⁽²⁾

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

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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) | 8. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| ISO Option to Buy Common Stock ⁽¹⁾ <u>(2)</u> | \$ 7.055 | 08/21/2006 | | M | 1,400 | 06/17/2004 06/17/2013 | Common Stock | 1,400 |
| ISO Option to Buy Common Stock ⁽¹⁾ <u>(2)</u> | \$ 8.62 | 08/21/2006 | | M | 1,600 | 03/15/2003 03/15/2012 | Common Stock | 1,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SONKSEN DAVID R 2381 MORSE AVENUE IRVINE 92614 | | | Executive Vice President & CFO | |

Signatures

Debbie Weber, Attorney-in-Fact for David R.
Sonksen

08/23/2006

__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 executed in accordance with 10B5-1 Program adopted January 27, 2004.

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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