

BRANDI RALPH
Form 4
September 18, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2012

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

ONE ENTERPRISE

(Street)

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

ALISO VIEJO, CA 92656

(City) (State) (Zip)

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 (A) or (D) Price			
Microsemi Common Stock	09/14/2012		M	100,000 A \$ 18.97	233,000	D	
Microsemi Common Stock	09/14/2012		M	2,049 A \$ 11.36	235,049	D	
Microsemi Common Stock	09/14/2012		S	102,049 D \$ 21.5001	133,000	D	

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

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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)

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
Employee Stock Option to Buy Common Stock ⁽¹⁾	\$ 18.97	09/14/2012		M		33,333		10/02/2007	10/02/2012	Common Stock	33,333
Employee Stock Option to Buy Common Stock ⁽¹⁾	\$ 18.97	09/14/2012		M		33,334		10/02/2008	10/02/2012	Common Stock	33,334
Employee Stock Option to Buy Common Stock ⁽¹⁾	\$ 18.97	09/14/2012		M		33,333		10/02/2009	10/02/2012	Common Stock	33,333
Employee Stock Option to Buy Common Stock ⁽²⁾	\$ 11.36	09/14/2012		M		2,049		08/18/2006	08/18/2014	Common Stock	2,049

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRANDI RALPH
ONE ENTERPRISE
ALISO VIEJO, CA 92656

Executive Vice President & COO

Signatures

Mark Lin, Attorney-in-Fact for Ralph
Brandi

09/18/2012

__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 employee stock option was granted pursuant to Microsemi Corporation's 1987 Stock Plan, which satisfies the requirements of Rule 16b-3. The option became exercisable in three equal installments, commencing one year after the date of the grant.
- (2) This employee stock option was granted pursuant to Microsemi Corporation's 1987 Stock Plan, which satisfies the requirements of Rule 16b-3. The option became exercisable on September 22, 2005.

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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