

LYMAN KEVIN H
Form 4
August 02, 2012

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 *
LYMAN KEVIN H

(Last) (First) (Middle)
101 INNOVATION DRIVE
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTERA CORP [ALTR]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2012

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)
Sr VP, Human Resources

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 | | | | 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 |
| Common Stock | 07/31/2012 | | M | | 4,725 | A | \$ 0 | 4,725 | D | |
| Common Stock | 07/31/2012 | | M | | 2,025 | A | \$ 0 | 6,750 | D | |
| Common Stock | 07/31/2012 | | M | | 10,500 | A | \$ 0 | 17,250 | D | |
| Common Stock | 07/31/2012 | | M | | 4,300 | A | \$ 0 | 21,550 | D | |
| Common Stock | 07/31/2012 | | M | | 4,500 | A | \$ 0 | 26,050 | D | |

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Common Stock 07/31/2012 S 26,050 D \$ 35.4925 0 D
(1)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Performance Restricted Stock Unit | <u>(2)</u> | 07/31/2012 | | M | 4,725 | <u>(3)</u> <u>(4)</u> | Common Stock | 4,725 |
| Performance Restricted Stock Unit | <u>(2)</u> | 07/31/2012 | | M | 10,500 | <u>(5)</u> <u>(4)</u> | Common Stock | 10,500 |
| Restricted Stock Unit (RSU) | <u>(2)</u> | 07/31/2012 | | M | 2,025 | <u>(6)</u> <u>(4)</u> | Common Stock | 2,025 |
| Restricted Stock Unit (RSU) | <u>(2)</u> | 07/31/2012 | | M | 4,300 | <u>(7)</u> <u>(4)</u> | Common Stock | 4,300 |
| Restricted Stock Unit (RSU) | <u>(2)</u> | 07/31/2012 | | M | 4,500 | <u>(8)</u> <u>(4)</u> | Common Stock | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LYMAN KEVIN H 101 INNOVATION DRIVE | | | Sr VP, Human Resources | |

SAN JOSE, CA 95134

Signatures

KEVIN H.
LYMAN

08/02/2012

__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) The 26,050 shares were sold in 15 lots ranging from 44 shares to 6,056 shares per lot. The sale price ranged between \$35.44 and \$35.53. The price reported above represents the weighted average sale price. The Reporting Person undertakes to provide to any security holder of Altera Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transactions were affected.
- (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Altera common stock at no cost.
- (3) On February 19, 2010, the reporting person received a grant of performance-based restricted stock units ("RSUs"). The RSUs commenced vesting on July 31, 2011 at a rate of 25% annually. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
- (4) The grant shall expire ten years from the date of grant.
- (5) On March 2, 2009, the reporting person received a grant of performance-based restricted stock units ("RSUs"). The RSUs commenced vesting on July 31, 2010 at a rate of 25% annually. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
- (6) On February 19, 2010, the reporting person received a grant of RSUs that vest over a four-year period beginning on July 31, 2011. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
- (7) On February 25, 2011, the reporting person received a grant of RSUs that vest over a four-year period beginning on July 31, 2012. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
- (8) On March 2, 2009, the reporting person received a grant of RSUs that vest over a four-year period beginning on July 31, 2010. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.

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.