

ALTERA CORP
Form 4/A
February 28, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LISSNER LANCE

(Last) (First) (Middle)

C/O ALTERA CORP, 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)
01/30/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/01/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Sr. VP, Business Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/30/2007		M	4,450 A	\$ 0 16,325 ⁽¹⁾	D	
Common Stock	01/30/2007		F	1,850 ⁽²⁾ D	\$ 19.91 14,475	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)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (RSU)	(3)	01/30/2007		M	4,450	01/30/2007	(4)	Common Stock	4,450	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LISSNER LANCE C/O ALTERA CORP 101 INNOVATION DRIVE SAN JOSE, CA 95134	Sr. VP, Business Development

Signatures

/s/ Lance
Lissner 02/28/2007

__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) Includes 533 shares acquired under ALTR Employee Stock Purchase Plan on 10/31/2006.
- (2) Shares withheld to cover taxes on RSU shares released January 30, 2007.
- (3) Each Restricted Stock Unit (RSU) represents a right to receive one (1) share of the Issuer's common shares for free.
- (4) The RSU Award shares shall vest and become subject to release over a four (4) year period from the date of Award, provided that the Insider continues to serve as an employee or consultant on such dates.

Remarks:

This Amendment is filed to correct the Form 4 filed on 2-01-07 in its entirety.

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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