

MICROSEMI CORP  
Form 4  
November 06, 2014

**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 \*  
HOHENER JOHN W

(Last) (First) (Middle)

ONE ENTERPRISE

(Street)

ALISO VIEJO, CA 92614

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/04/2014

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)  
EVP & Chief Financial Officer

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 (D) Price		
Microsemi Common Stock	11/04/2014		M		40,337 A \$ 0	123,700	D
Microsemi Common Stock	11/04/2014		F		20,483 (1) D \$ 25.9	103,217	D
Microsemi Common Stock (2)	11/04/2014		S		19,854 D \$ 25.2744	83,363	D

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)	Amount or Number of Shares
Performance Rights	(3)	11/04/2014		M	31,695	(3) (3)	Microsemi Common Stock	31,695
Performance Rights	(4)	11/04/2014		M	8,642	(4) (4)	Microsemi Common Stock	8,642

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOHENER JOHN W ONE ENTERPRISE ALISO VIEJO, CA 92614			EVP & Chief Financial Officer	

## Signatures

Mark Lin, Attorney-in-Fact for John W. Hohener  
Date: 11/06/2014

\_\_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) Amount represents shares withheld to satisfy tax withholdings in connection with the vesting of previously awarded performance rights.
- (2) The transactions reported on this form were executed pursuant to a 10b5-1 plan.
- (3) Each Performance Right represents a right to receive one share of Microsemi common stock. A target of 46,500 Performance Rights was granted on 11/05/2012 and between 0% and 250% of the target number may be earned over a three-year performance period incorporating Microsemi's fiscal year 2013, 2014 and 2015. This transaction reflects payment of the number of shares earned in the first two years of the performance period. 14,805 of the original target number of shares remain subject to the award, but the aggregate final

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payment may range from 0% to 250% of the original target of 46,500 Performance Rights.

Each Performance Right represents a right to receive one share of Microsemi common stock. A target of 41,150 Performance Rights was granted on 11/04/2013 and between 0% and 250% of the target number may be earned over a three-year performance period

- (4) incorporating Microsemi's fiscal year 2014, 2015 and 2016. This transaction reflects payment of the number of shares earned in the first year of the performance period. 32,508 of the original target number of shares remain subject to the award, but the aggregate final payment may range from 0% to 250% of the original target of 41,150 Performance Rights.

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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