

MAGNACHIP SEMICONDUCTOR Corp
 Form 4
 August 23, 2013

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 *
 McFarland John

2. Issuer Name and Ticker or Trading Symbol
 MAGNACHIP SEMICONDUCTOR Corp [MX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 20400 STEVENS CREEK BOULEVARD, SUITE 370
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/21/2013

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive VP, GC & Secretary

CUPERTINO, CA 95014

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/21/2013		M		16,021	A	\$ 5.88
Common Stock	08/21/2013		S		16,021	D	\$ 20 (2)
Common Stock	08/21/2013		S		119	D	\$ 20
Common Stock	08/21/2013		S		6,860	D	\$ 20

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.88	08/21/2013		M	16,021	<u>(3)</u> 12/08/2019	Common Stock	16,021	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McFarland John
20400 STEVENS CREEK BOULEVARD, SUITE
370
CUPERTINO, CA 95014

Executive VP, GC & Secretary

Signatures

/s/ John
McFarland 08/21/2013

**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 119 shares of MX common stock purchased under the MagnaChip Semiconductor Corporation 2011 Employee Stock Purchase Plan on October 31, 2011.
- (2) The price reported for the 16,021 shares of common stock in Column 4 of Table I is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.07, inclusive. The reporting person undertakes to provide to MagnaChip Semiconductor Corporation, any security holder of MagnaChip Semiconductor Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in

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footnote (2) to this Form 4.

- (3) The option became vested and exercisable as follows: 34% on 12/8/2010; 9% on 3/8/2011; 8% on each of 6/8/2011, 9/8/2011, and 12/8/2011; 9% on 3/8/2012; and 8% on each of 6/8/2012, 9/8/2012, and 12/18/2012.

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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