

Poppen Joel L
Form 4
October 18, 2018

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 *
Poppen Joel L

2. Issuer Name and Ticker or Trading Symbol
MICRON TECHNOLOGY INC
[MU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 S. FEDERAL WAY, MS 1-557

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2018

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
SVP, Legal Affairs, General / Counsel & Corporate Secretary

BOISE, ID 83716

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/16/2018 | | A | | 17,714 ⁽¹⁾ | A | \$ 0 209,647 D |
| Common Stock | 10/16/2018 | | M | | 46,734 | A | \$ 0 ⁽²⁾ 256,381 D |
| Common Stock | 10/16/2018 | | F | | 20,146 ⁽³⁾ | D | \$ 42.34 236,235 D |

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

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displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Restricted Stock Unit | \$ 0 | 10/16/2018 | | M | 23,367 | (4) (4) | Common Stock | 46,750 |
| Performance Restricted Stock Unit | \$ 0 | 10/16/2018 | | A | 16,608 | (6) (6) | Common Stock | 16,608 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| Poppen Joel L 8000 S. FEDERAL WAY MS 1-557 BOISE, ID 83716 | | | SVP, Legal Affairs, General Counsel & Corporate Secretary | |

Signatures

Rachel Southorn,
Attorney-in-fact

10/18/2018

__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) Restricted Stock Awards vest in 33 1/3% increments annually on the anniversary of the grant.
 - (2) Shares from the vest of performance-based restricted stock unit.
 - (3) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance-based restricted stock units awarded under the Issuer's 2004 Equity Incentive Plan.
- Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of common stock based upon the achievement of pre-established performance metrics related to relative TSR and ROA over a 3-year performance period beginning September 4, 2015 and ending on August 30, 2018, and certification of such performance by the Compensation Committee following the conclusion of the performance period.
- (4)

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(5) The Compensation Committee certified achievement of the pre-established performance goals at a level resulting in a vest of 200% of target shares. As reported at grant, the performance-based restricted stock unit could result in a payout of 0% to 200% based on actual achievement of the goals.

(6) Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of common stock based upon the achievement of pre-established performance metrics related to new technology ramp and Company performance over a 3-year period beginning August 30, 2018 and ending on September 2, 2021, and certification of such performance by the Compensation Committee following the conclusion of the performance period.

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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