

MICROTUNE INC
Form 4
February 12, 2008

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 *
FONTAINE JAMES A

(Last) (First) (Middle)
2201 TENTH STREET
(Street)

PLANO, TX 75074

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MICROTUNE INC [TUNE]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2008

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)
CEO & President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/08/2008 | | M ⁽¹⁾ | | 42,900 | A | \$ 0 |
| Common Stock | 02/08/2008 | | F ⁽²⁾ | | 12,206 | D | \$ 5.4 |
| | | | | | 195,765 | D | |
| | | | | | 183,559 | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 02/08/2008 | | M | 42,900 | (4) (4) | Common Stock | 42,900 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FONTAINE JAMES A 2201 TENTH STREET PLANO, TX 75074 | X | | CEO & President | |

Signatures

/s/ James A. Fontaine 02/12/2008

**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).

Common stock of Microtune, Inc. (the "Company") awarded upon achievement of performance criteria pursuant to the Company's 2007 Incentive Compensation Program. On February 8, 2008, after reviewing the Company's performance during fiscal 2007 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that all restricted stock unit awards would vest under the 2007 Incentive Compensation Program. See the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") on March 5, 2007 for a description of the 2007 Incentive Compensation Program.

(1) Represents a reduction of shares issued to the reporting person to discharge withholding tax obligations in connection with the vesting of performance based restricted stock units on February 8, 2008.

(3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

After reviewing the Company's performance during fiscal 2007 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that all restricted stock unit awards issued pursuant to the Company's 2007 Incentive Compensation Program vested on February 8, 2008. Each restricted stock unit converted into one share of the Company's common stock.

As of February 12, 2008, the reporting person holds 115,000 restricted stock units, including 80,000 that were granted under the Amended and Restated Microtune, Inc. 2000 Stock Plan on May 10, 2007 and which vest over time and 35,000 restricted stock units that were granted under Microtune's 2008 Incentive Compensation Program effective on February 12, 2008.

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