#### **SCHRAITH JAMES**

Form 4

March 24, 2008

## 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

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **SCHRAITH JAMES** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SEMTECH CORP [SMTC]

(Check all applicable)

(Last) (First) (Middle)

(Street)

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

\_X\_\_ Director

10% Owner

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

03/20/2008

Filed(Month/Day/Year)

below)

Other (specify Officer (give title

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

200 FLYNN ROAD

CAMARILLO, CA 93012-8790

(City)	(State)	(Zip) Tabl	le I - Non-	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	ed of (4 and 5 (A) or	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)
Common Stock	03/20/2008		Code V M	Amount 30,000	(D)	Price \$ 3.0313	70,000	D	
Common Stock	03/20/2008		S	1,200	D	\$ 14.38	68,800	D	
Common Stock	03/20/2008		S	200	D	\$ 14.37	68,600	D	
Common Stock	03/20/2008		S	700	D	\$ 14.36	67,900	D	
Common Stock	03/20/2008		S	900	D	\$ 14.33	67,000	D	
	03/20/2008		S	200	D	\$ 14.32	66,800	D	

Common Stock							
Common Stock	03/20/2008	S	600	D	\$ 14.31	66,200	D
Common Stock	03/20/2008	S	600	D	\$ 14.3	65,600	D
Common Stock	03/20/2008	S	600	D	\$ 14.28	65,000	D
Common Stock	03/20/2008	S	1,400	D	\$ 14.27	63,600	D
Common Stock	03/20/2008	S	700	D	\$ 14.26	62,900	D
Common Stock	03/20/2008	S	2,107	D	\$ 14.25	60,793	D
Common Stock	03/20/2008	S	2,800	D	\$ 14.24	57,993	D
Common Stock	03/20/2008	S	4,900	D	\$ 14.23	53,093	D
Common Stock	03/20/2008	S	6,700	D	\$ 14.22	46,393	D
Common Stock	03/20/2008	S	5,693	D	\$ 14.21	40,700	D
Common Stock	03/20/2008	S	700	D	\$ 14.2	40,000	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4. 5. Number of		6. Date Exercisable and		/. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Acquired (A)					
	Derivative				or Disposed of				
	Security				(D)				
	·			(Instr. 3, 4,					
					and 5)				
									A
						_			Amount
						Date	Expiration	Title	or
						Exercisable	Date	1100	Number
				Code V	(A) (D)				of Shares

Stock

Option (right to buy)

Stock

M 30,000 (1) 07/15/2008 Common Stock 30,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHRAITH JAMES 200 FLYNN ROAD X CAMARILLO, CA 93012-8790

### **Signatures**

James T. Schraith by Drew L. Alexis under Power of Attorney dated January 23, 2008 (copy on file) 03/24/2008

\*\*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).
- (1) This option vested in five equal annual installments on July 15, 1999, 2000, 2001, 2002 and 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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