Beauchamp Gary Form 4 February 28, 2013

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** OMB

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Beauchamp Gary

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SEMTECH CORP [SMTC]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title Other (specify

200 FLYNN ROAD

(Month/Day/Year) 02/26/2013

below) Senior Vice President

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

below)

CAMARILLO, CA 93012-8790

(Street)

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 30.82	02/26/2013		A	5,000	<u>(1)</u>	02/26/2019	Common Stock	5,000
Restricted Stock Unit	<u>(2)</u>	02/26/2013		A	5,000	<u>(1)</u>	<u>(1)</u>	Common Stock	5,000
Restricted Stock Unit	<u>(2)</u>	02/26/2013		A	2,000	(3)	(3)	Common Stock	2,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
rioporonig o mior rounie / rauness	Director	10% Owner	Officer	Other		
Beauchamp Gary						
200 FLYNN ROAD			Senior Vice President			
CAMARILLO, CA 93012-8790						

## **Signatures**

Gary Beauchamp by Randall H. Holliday under Power of Attorney dated March 20, 2012 (Copy On File)

02/28/2013

\*\*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) This grant vests in three annual installments beginning on February 26, 2014.
- (2) Each Restricted Stock Unit represents the contingent right to one share of the company's common stock.
- (3) This grant vests on the five year anniversary of the award, but is payable only six months after the reporting person's employment terminates.

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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