MICROSEMI CORP

Form 3 March 31, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

 MASSENGILL MATTHEW E

(First)

(Last) (Middle)

2381 MORSE AVENUE

(Street)

(State)

IRVINE, CAÂ 92614

1. Title of Security

(Instr. 4)

(City)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Statement

(Month/Day/Year) 02/22/2006

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner Officer Other (give title below) (specify below)

MICROSEMI CORP [MSCC]

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

(I) (Instr. 5)

or Indirect

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

SEC 1473 (7-02)

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

(Zip)

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

Title

1. Title of Derivative Security 2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable **Expiration Date**

Amount or Number of Shares

Derivative Security

Direct (D) or Indirect

(I)

(Instr. 5)

Non-Qualified Stock Option Grant (Right to 02/22/2006 $02/22/2012\underline{^{(2)}}$ Common Stock $02/22/2012\underline{^{(2)}}$ Stock $02/22/2012\underline{^{(2)}}$ A

Reporting Owners

Reporting Owner Name / Address	Relationships			
• 0	Director	10% Owner	Officer	Other
MASSENGILL MATTHEW E 2381 MORSE AVENUE IRVINE, CA 92614	ÂX	Â	Â	Â

Signatures

Debbie Weber, Attorney-in-Fact for Matthew E. Massengill

03/31/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 Non-Qualified Stock Option was granted pursuant to Microsemi Corporation's 1987 Stock Planm which satisfies the requirements of Rule 16b-3. The option becomes exercisable immediately.
- (2) The expiration date for this Non-Qualified Stock Option Grant was previously reported incorrectly. It should be six years after the date granted.

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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