

LSI CORP
Form 4
May 08, 2014

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 *
RICHARDSON DAVID JEFFREY

(Last) (First) (Middle)
C/O LSI CORPORATION, 1320
RIDDER PARK DRIVE
(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LSI CORP [LSI]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP

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 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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/06/2014 | | D | 469,074 | \$ 11.15 | D | |

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

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

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| 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 Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | <u>(1)</u> | 05/06/2014 | | <u>A</u> ⁽²⁾ | | 70,339 | | 04/01/2015 | 04/01/2015 | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 05/06/2014 | | D | | 70,339 | | 04/01/2015 | 04/01/2015 | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 05/06/2014 | | <u>A</u> ⁽²⁾ | | 121,915 | | 04/01/2016 | 04/01/2016 | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 05/06/2014 | | D | | 121,915 | | 04/01/2016 | 04/01/2016 | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 05/06/2014 | | D | | 15,000 | | 03/01/2015 | 03/01/2015 | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 05/06/2014 | | D | | 35,170 | | <u>(4)</u> | 03/01/2016 | Common Stock |
| Restricted Stock Units | <u>(1)</u> | 05/06/2014 | | D | | 76,197 | | <u>(5)</u> | 03/01/2017 | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.04 | 05/06/2014 | | D | | 440,000 | | <u>(6)</u> | 03/01/2015 | Common Stock |
| Employee Stock Option (right to buy) | \$ 2.9 | 05/06/2014 | | D | | 640,000 | | <u>(8)</u> | 03/01/2016 | Common Stock |
| Employee Stock Option (right to buy) | \$ 5.51 | 05/06/2014 | | D | | 425,000 | | <u>(9)</u> | 03/01/2017 | Common Stock |
| Employee Stock | \$ 6.18 | 05/06/2014 | | D | | 600,000 | | <u>(10)</u> | 03/01/2018 | Common Stock |

Option
(right to
buy)

Employee
Stock

| | | | | | | | |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|
| Option (right to buy) | \$ 7.49 | 05/06/2014 | D | 667,556 | <u>(11)</u> | 05/11/2018 | Common Stock |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|

Employee
Stock

| | | | | | | | |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|
| Option (right to buy) | \$ 8.53 | 05/06/2014 | D | 413,265 | <u>(12)</u> | 03/01/2019 | Common Stock |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|

Employee
Stock

| | | | | | | | |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|
| Option (right to buy) | \$ 6.89 | 05/06/2014 | D | 535,236 | <u>(13)</u> | 03/01/2020 | Common Stock |
|-----------------------------|---------|------------|---|---------|-------------|------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RICHARDSON DAVID JEFFREY C/O LSI CORPORATION 1320 RIDDER PARK DRIVE SAN JOSE, CA 95131 | | | EVP | |

Signatures

Susan Solner Janjigian, by power of attorney 05/08/2014

**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) Each restricted stock unit represents a contingent right to receive one share of LSI common stock.
- (2) As a result of the merger between LSI and a subsidiary of Avago Technologies Limited, a previously awarded performance-based restricted stock unit award became a time-based restricted stock unit award for the number of restricted stock units shown.
- (3) These restricted stock units were canceled in connection with the merger of LSI and a subsidiary of Avago Technologies Limited in exchange for a cash payment of \$11.15 per restricted stock unit.
- (4) These restricted stock units vest at the rate of 50% per year, beginning March 1, 2015.
- (5) These restricted stock units vest at the rate of 1/3 per year, beginning March 1, 2015.
- (6) 65,000 shares vested on March 1, 2009 and 125,000 shares vested on each of March 1, 2010, March 1, 2011 and March 1, 2012.
- (7)

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This option was canceled in connection with the merger of LSI and a subsidiary of Avago Technologies Limited in exchange for a cash payment per share equal to the difference between \$11.15 and the exercise price of the option.

- (8) 115,000 shares vested on March 1, 2010 and 175,000 shares vested on each of March 1, 2011, March 1, 2012 and March 1, 2013.
- (9) This option becomes exercisable at the rate of 25% per year, beginning March 1, 2011.
- (10) This option becomes exercisable at the rate of 25% per year, beginning March 1, 2012.
- (11) 25% of this option vests on May 11, 2014 and 75% of this option vests on May 11, 2015.
- (12) This option becomes exercisable at the rate of 25% per year, beginning March 1, 2013.
- (13) This option becomes exercisable at the rate of 25% per year, beginning March 1, 2014.

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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