

ANDERSON JAMES ROBERT
 Form 4
 September 27, 2018

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 *
 ANDERSON JAMES ROBERT

2. Issuer Name and Ticker or Trading Symbol
 LATTICE SEMICONDUCTOR CORP [LSCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 111 SW 5TH AVE., 7TH FL.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

PORTLAND, OR 97204

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (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)	Date Exercisable	Expiration Date	Title
			Code	V (A) (D)			
Non-Qualified Stock Option (right to buy)	\$ 8.24	09/04/2018	A	574,363	09/04/2019 ⁽¹⁾	09/04/2025	Common Stock
Performance Restricted Stock Unit (PRSU)	\$ 0 ⁽²⁾	09/04/2018	A	222,278	09/30/2019 ⁽³⁾	⁽⁴⁾	Common Stock
Performance Restricted Stock Unit (PRSU)	\$ 0 ⁽²⁾	09/04/2018	A	193,834	09/30/2019 ⁽⁵⁾	⁽⁴⁾	Common Stock
Restricted Stock Unit (RSU)	\$ 0 ⁽²⁾	09/04/2018	A	374,746	09/04/2019 ⁽⁶⁾	⁽⁴⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON JAMES ROBERT 111 SW 5TH AVE., 7TH FL. PORTLAND, OR 97204	X		President & CEO	

Signatures

By: Byron W. Milstead, Attorney-in-Fact For: James R. Anderson

09/26/2018

 **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) Grants of Non-Qualified Stock Options vest as follows: 33% of the options will vest on the first anniversary of the date of grant, and an additional 8.33% of the options shall vest at the end of each three month period thereafter.
- (2) Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuers common shares without payment of specific consideration.
- (3) Grants of Performance Restricted Stock Units vest as follows: one-third on each of 9/30/19, 9/30/2020 and 9/30/2021 upon achievement of the performance conditions.
- (4) Not applicable.
- (5)

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Grants of Performance Restricted Stock Units (PRSUs) will vest upon the Company meeting targets on a trailing four quarter basis, the RSUs will begin vesting about January 1, 2020 and each quarter thereafter dependent on the achievement of targets ending about September 30, 2022.

- (6) Grants of Restricted Stock Units (RSUs) vest as follows: 33% of the RSUs will vest on the first anniversary of the date of grant, and an additional 8.33% of the RSUs shall vest at the end of each three month period thereafter.

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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