

JENNINGS KEVIN
Form 4
March 05, 2019

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 *
JENNINGS KEVIN

(Last) (First) (Middle)

C/O LAM RESEARCH CORPORATION, 4560 CUSHING PARKWAY

(Street)

FREMONT, CA 94538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LAM RESEARCH CORP [LRCX]

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 03/01/2019 | | F | D | 3,573 | \$ 176.75 | 13,337 ⁽¹⁾ D |
| Common Stock | 03/01/2019 | | F | D | 1,195 | \$ 176.75 | 12,142 ⁽¹⁾ D |
| Common Stock | 03/01/2019 | | F | D | 770 | \$ 176.75 | 11,372 ⁽¹⁾ D |
| Common Stock | 03/01/2019 | | F | D | 556 | \$ 176.75 | 10,816 ⁽¹⁾ D |
| Common Stock | 03/01/2019 | | A | A | 2,788 ⁽²⁾ | \$ 0 | 13,604 ⁽¹⁾ D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|-----------|------------|---|
| Common Stock | 03/01/2019 | M | 1,553 (3) | A | \$ 119.67 | 15,157 (1) | D |
| Common Stock | 03/01/2019 | S | 1,553 (3) | D | \$ 177.67 | 13,604 (1) | D |
| Common Stock | 03/04/2019 | S | 7,016 | D | \$ 177.35 | 6,588 (1) | D |

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

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(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 (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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Market-based Performance Restricted Stock Unit | \$ 0 | 03/01/2019 | | A | 4,647 | (4) (4) | Common Stock | 4,647 |
| Employee Stock Option (Right to Buy) | \$ 176.75 | 03/01/2019 | | A | 7,432 | (5) 03/01/2026 | Common Stock | 7,432 |
| Employee Stock Option (Right to Buy) | \$ 119.67 | 03/01/2019 | | M | 1,553 | (6) 03/01/2024 | Common Stock | 1,553 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JENNINGS KEVIN C/O LAM RESEARCH CORPORATION 4560 CUSHING PARKWAY | | | Senior Vice President | |

FREMONT, CA 94538

Signatures

Leign Cramer by Power of
Attorney

03/05/2019

__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) Amount reported includes shares subject to unvested Restricted Stock Units.
- (2) The Restricted Stock Units will vest in three equal installments on 03/01/2020, 03/01/2021, and 03/01/2022.
- (3) Shares exercised pursuant to 10b5-1 Trading Plan.

These Market-based Performance Restricted Stock Units vest between 0% and 150% on 03/01/2022. The performance of this award is based on the Lam Research Total Shareholder Return performance relative to the Philadelphia Semiconductor Sector Index Total Shareholder Return during the performance period of 02/01/2019 through 01/31/2022.

- (5) The stock option becomes exercisable in three equal installments on 03/01/2020, 03/01/2021, and 03/01/2022.
- (6) 33.3% of the stock options will vest on 3/1/18, 3/1/19, and 3/1/20.

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.