

Poppen Joel L
Form 4
October 18, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Poppen Joel L

2. Issuer Name **and** Ticker or Trading
Symbol
MICRON TECHNOLOGY INC
[MU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8000 S. FEDERAL WAY, MS 1-557

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
SVP, Legal Affairs, General / Counsel &
Corporate Secretary

(Street)

4. 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

BOISE, ID 83716

(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 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)
Common Stock	10/16/2018		A	(A) or (D) Amount 17,714 (1)	\$ 0 209,647	D	
Common Stock	10/16/2018		M	46,734 A	\$ 0 (2) 256,381	D	
Common Stock	10/16/2018		F	20,146 (3) D	\$ 42.34 236,235	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit	\$ 0	10/16/2018		M		23,367		<u>(4)</u>	<u>(4)</u>	Common Stock	46,750 ⁽⁵⁾
Performance Restricted Stock Unit	\$ 0	10/16/2018		A		16,608		<u>(6)</u>	<u>(6)</u>	Common Stock	16,608 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Poppen Joel L 8000 S. FEDERAL WAY MS 1-557 BOISE, ID 83716	SVP, Legal Affairs, General Counsel & Corporate Secretary

Signatures

Rachel Southorn,
Attorney-in-fact 10/18/2018

__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) Restricted Stock Awards vest in 33 1/3% increments annually on the anniversary of the grant.

(2) Shares from the vest of performance-based restricted stock unit.

(3) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance-based restricted stock units awarded under the Issuer's 2004 Equity Incentive Plan.

(4) Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of common stock based upon the achievement of pre-established performance metrics related to relative TSR and ROA over a 3-year performance period beginning September 4, 2015 and ending on August 30, 2018, and certification of such performance by the Compensation Committee following the conclusion of the performance period.

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- (5) The Compensation Committee certified achievement of the pre-established performance goals at a level resulting in a vest of 200% of target shares. As reported at grant, the performance-based restricted stock unit could result in a payout of 0% to 200% based on actual achievement of the goals.

- (6) Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of common stock based upon the achievement of pre-established performance metrics related to new technology ramp and Company performance over a 3-year period beginning August 30, 2018 and ending on September 2, 2021, and certification of such performance by the Compensation Committee following the conclusion of the performance period.

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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