

SEMTECH CORP
Form 4
April 11, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY STEWART

(Last) (First) (Middle)
200 FLYNN ROAD
(Street)

CAMARILLO, CA 93012-8790

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/07/2006

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)
Dir, Advanced Communications

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/07/2006		M		30,000	A	\$ 3,9375
Common Stock	04/07/2006		S		1,300	D	\$ 18.01
Common Stock	04/07/2006		S		100	D	\$ 18.05
Common Stock	04/07/2006		S		300	D	\$ 18.06
Common Stock	04/07/2006		S		32	D	\$ 18.07

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Common Stock	04/07/2006	S	7,500	D	\$ 18.1	20,768	D
Common Stock	04/07/2006	S	3,584	D	\$ 18.11	17,184	D
Common Stock	04/07/2006	S	300	D	\$ 18.12	16,884	D
Common Stock	04/07/2006	S	200	D	\$ 18.16	16,684	D
Common Stock	04/07/2006	S	2,100	D	\$ 18.19	14,584	D
Common Stock	04/07/2006	S	1,822	D	\$ 18.2	12,762	D
Common Stock	04/07/2006	S	800	D	\$ 18.21	11,962	D
Common Stock	04/07/2006	S	2,700	D	\$ 18.23	9,262	D
Common Stock	04/07/2006	S	2,800	D	\$ 18.3	6,462	D
Common Stock	04/07/2006	S	529	D	\$ 18.33	5,933	D
Common Stock	04/07/2006	S	3,033	D	\$ 18.34	2,900	D
Common Stock	04/07/2006	S	1,500	D	\$ 18.35	1,400	D
Common Stock	04/07/2006	S	1,400	D	\$ 18.36	0	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)	8. Title
					Code V (A) (D)			

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						Date Exercisable	Expiration Date		Amount or Number of Shares
Stock Option (right to buy)	\$ 3.9375	04/07/2006		M	30,000	<u>(1)</u>	06/05/2007	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY STEWART 200 FLYNN ROAD CAMARILLO, CA 93012-8790			Dir, Advanced Communications	

Signatures

Stewart Kelly 04/11/2006
 **Signature of Date
 Reporting Person

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) This option vested in four equal annual installments on 06/05/1998, 1999, 2000 and 2001

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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