

SCHRAITH JAMES
Form 4
March 24, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SCHRAITH JAMES

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2008

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

CAMARILLO, CA 93012-8790
(City) (State) (Zip)

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

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)	Price		
Common Stock	03/20/2008		M	A	\$ 3.0313	70,000	D
Common Stock	03/20/2008		S	D	\$ 14.38	68,800	D
Common Stock	03/20/2008		S	D	\$ 14.37	68,600	D
Common Stock	03/20/2008		S	D	\$ 14.36	67,900	D
Common Stock	03/20/2008		S	D	\$ 14.33	67,000	D
	03/20/2008		S	D	\$ 14.32	66,800	D

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Common Stock							
Common Stock	03/20/2008		S	600	D	\$ 14.31	66,200 D
Common Stock	03/20/2008		S	600	D	\$ 14.3	65,600 D
Common Stock	03/20/2008		S	600	D	\$ 14.28	65,000 D
Common Stock	03/20/2008		S	1,400	D	\$ 14.27	63,600 D
Common Stock	03/20/2008		S	700	D	\$ 14.26	62,900 D
Common Stock	03/20/2008		S	2,107	D	\$ 14.25	60,793 D
Common Stock	03/20/2008		S	2,800	D	\$ 14.24	57,993 D
Common Stock	03/20/2008		S	4,900	D	\$ 14.23	53,093 D
Common Stock	03/20/2008		S	6,700	D	\$ 14.22	46,393 D
Common Stock	03/20/2008		S	5,693	D	\$ 14.21	40,700 D
Common Stock	03/20/2008		S	700	D	\$ 14.2	40,000 D

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 (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. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Stock Option (right to buy)	\$ 3.0313	03/20/2008	M	30,000	<u>(1)</u>	07/15/2008	Common Stock	30,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHRAITH JAMES 200 FLYNN ROAD CAMARILLO, CA 93012-8790		X		

Signatures

James T. Schraith by Drew L. Alexis under Power of Attorney dated January 23, 2008 (copy on file)	03/24/2008
**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) This option vested in five equal annual installments on July 15, 1999, 2000, 2001, 2002 and 2003.

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.