

SEMTECH CORP
Form 4
December 03, 2004

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 *
HANKIN ROCKELL N

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)
12/02/2004

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price		
Common Stock	12/02/2004 ⁽¹⁾		M		12,000	A	(2)	42,000	D
Common Stock	12/02/2004		S		400	D	\$ 21.25	41,600	D
Common Stock	12/02/2004		S		100	D	\$ 21.26	41,500	D
Common Stock	12/02/2004		S		2,700	D	\$ 21.2707	38,800	D
Common Stock	12/02/2004		S		1,000	D	\$ 21.29	37,800	D
	12/02/2004		S		400	D	\$ 21.305	37,400	D

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Common Stock							
Common Stock	12/02/2004	S	200	D	\$ 21.315	37,200	D
Common Stock	12/02/2004	S	400	D	\$ 21.3175	36,800	D
Common Stock	12/02/2004	S	500	D	\$ 21.32	36,300	D
Common Stock	12/02/2004	S	100	D	\$ 21.33	36,200	D
Common Stock	12/02/2004	S	369	D	\$ 21.3327	35,831	D
Common Stock	12/02/2004	S	700	D	\$ 21.3357	35,131	D
Common Stock	12/02/2004	S	500	D	\$ 21.336	34,631	D
Common Stock	12/02/2004	S	800	D	\$ 21.34	33,831	D
Common Stock	12/02/2004	S	300	D	\$ 21.35	33,531	D
Common Stock	12/02/2004	S	431	D	\$ 21.3514	33,100	D
Common Stock	12/02/2004	S	500	D	\$ 21.356	32,600	D
Common Stock	12/02/2004	S	500	D	\$ 21.36	32,100	D
Common Stock	12/02/2004	S	400	D	\$ 21.3625	31,700	D
Common Stock	12/02/2004	S	200	D	\$ 21.365	31,500	D
Common Stock	12/02/2004	S	500	D	\$ 21.366	31,000	D
Common Stock	12/02/2004	S	600	D	\$ 21.3667	30,400	D
Common Stock	12/02/2004	S	1,500	D	\$ 21.37	28,900	D
Common Stock	12/02/2004	S	200	D	\$ 21.375	28,700	D
Common Stock	12/02/2004	S	600	D	\$ 21.38	28,100	D
	12/02/2004	S	3,800	D		24,300	D

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Common Stock					\$	21.3884	
Common Stock	12/02/2004	S	100	D	\$ 21.4	24,200	D
Common Stock	12/02/2004	S	200	D	\$ 21.405	24,000	D
Common Stock	12/02/2004	S	367	D	\$ 21.41	23,633	D

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

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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
Stock Option (right to buy)	<u>(2)</u>	12/02/2004		M	12,000	<u>(3)</u> 07/01/2005	Common Stock	12,000

Reporting Owners

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

Signatures

Rockell N. Hankin by Suzanna Fabos under Power of Attorney dated August 31, 2000 (copy on file)

12/03/2004

__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 is the first of two Forms 4 filed to report transactions on 12/02/04.

(2) Exercise price is \$2.093750

(3) This option vested in three equal annual installments beginning on July 1, 1996

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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