

Avago Technologies LTD
Form 4
March 14, 2014

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 *
Ingram Bryan

(Last) (First) (Middle)

C/O AVAGO TECHNOLOGIES US INC., 350 WEST TRIMBLE ROAD

(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Avago Technologies LTD [AVGO]

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & COO

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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 (A) or (D) Price		
Ordinary Shares	03/12/2014		M		12,000 (1)	A	\$ 10 168,667 D
Ordinary Shares	03/12/2014		M		75,000 (1)	A	\$ 32.39 243,667 D
Ordinary Shares	03/12/2014		M		20,000 (1)	A	\$ 35.45 263,667 D
Ordinary Shares	03/12/2014		S		2,293 (1)	D	\$ 61.2719 (2) 261,374 D
Ordinary Shares	03/12/2014		S		2,925 (1)	D	\$ 62.0899 258,449 D

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					(3)		
Ordinary Shares	03/12/2014	S	<u>6,782</u> (1)	D	\$ 62.9775 (4)	251,667	D
Ordinary Shares	03/12/2014	S	<u>12,900</u> (1)	D	\$ 61.1849 (5)	238,767	D
Ordinary Shares	03/12/2014	S	<u>17,657</u> (1)	D	\$ 61.9987 (6)	221,110	D
Ordinary Shares	03/12/2014	S	<u>44,443</u> (1)	D	\$ 62.9551 (7)	176,667	D
Ordinary Shares	03/12/2014	S	<u>20,000</u> (1)	D	\$ 63.0941	156,667	D
Ordinary Shares	03/13/2014	S	<u>10,315</u> (8)	D	\$ 64.4223 (9)	146,352	D
Ordinary Shares	03/13/2014	S	<u>3,360</u> (8)	D	\$ 64.3391 (10)	142,992	D
Ordinary Shares	03/13/2014	S	<u>11,692</u> (1)	D	\$ 62.756 (11)	131,300	D
Ordinary Shares	03/13/2014	S	<u>6,300</u> (1)	D	\$ 63.768 (12)	125,000 (13)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee Stock Options (right to buy)	\$ 10	03/12/2014	M	12,000 <u>(1)</u>	<u>(14)</u>	03/02/2019	Ordinary Shares	12,000
Employee Stock Options (right to buy)	\$ 32.39	03/12/2014	M	75,000 <u>(1)</u>	<u>(15)</u>	03/07/2018	Ordinary Shares	75,000
Employee Stock Options (right to buy)	\$ 35.45	03/12/2014	M	20,000 <u>(1)</u>	<u>(16)</u>	03/11/2020	Ordinary Shares	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ingram Bryan C/O AVAGO TECHNOLOGIES US INC. 350 WEST TRIMBLE ROAD SAN JOSE, CA 95131			SVP & COO	

Signatures

/s/Patricia H. McCall, Attorney-in-Fact for Bryan Ingram	03/14/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Transaction effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on June 28, 2013.
Transaction executed in multiple trades at prices ranging from \$60.52 to \$61.51 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (2) Transaction executed in multiple trades at prices ranging from \$61.57 to \$62.54 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (3) Transaction executed in multiple trades at prices ranging from \$62.60 to \$63.23 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (4) These transaction executed in multiple trades at prices ranging from \$60.46 to \$61.45 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a

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security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(6) Transaction executed in multiple trades at prices ranging from \$61.467 to \$62.46 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(7) Transaction executed in multiple trades at prices ranging from \$62.47 to \$63.23 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(8) Represents a portion of the aggregate 13,675 shares sold by the Reporting Person to cover withholding taxes due upon vesting of restricted shares units ("RSUs") of which 3,360 shares were sold pursuant to an irrevocable election of the Reporting Person, dated June 10, 2013, and 10,315 shares were sold pursuant to mandatory sale provisions of the relevant RSU grant, in each case to sell sufficient shares to cover such withholding taxes.

(9) Transaction executed in multiple trades at prices ranging from \$64.42 to \$64.44 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(10) Transaction executed in multiple trades at prices ranging from \$64.3377 to \$64.34 per share, inclusive. The price reported in column 4 above reflects the weighted average sale price per share. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(11) Transaction executed in multiple trades at prices ranging from \$62.40 to \$63.36 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(12) Transactions executed in multiple trades at prices ranging from \$63.50 to \$64.08 per share, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide the SEC staff, the Issuer or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

(13) Represents 125,000 RSUs.

(14) The option is fully vested and exercisable.

(15) The option vested with respect to 50% of the shares subject thereto on March 8, 2014, and the remaining 50% of the shares vest on March 8, 2015.

(16) Share price performance option (the "Option") granted pursuant to the Avago Technologies Limited 2009 Equity Incentive Award Plan. The Option vests over four years, with 25% vesting on each anniversary of the date of grant. The exercisability requirements for the Option have been met.

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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