

MICRON TECHNOLOGY INC

Form 4

October 22, 2014

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Adams Mark

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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2014

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

BOISE, ID 83716

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

(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 (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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/20/2014		F	38,498	D 28.765 313,458	D	
					(1)		
Common Stock	10/20/2014		A	70,400	A \$ 0 383,858	D	
				(2)			

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code	V	(A)	(D)	
Non-Qualified Stock Option	\$ 28.765	10/20/2014		A		86,700	10/20/2015 ⁽³⁾	10/20/2022
Performance Restricted Stock Unit	\$ 0	10/20/2014		A		42,300 ⁽⁴⁾	⁽⁴⁾	⁽⁴⁾

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Mark 8000 S FEDERAL WAY, MS 1-557 BOISE, ID 83716			President	

Robert Case,
Attorney-in-fact

10/22/2014

**Signature of Reporting Person

Date

- * 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) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock awarded under the Issuer's 2004 Equity Incentive Plan.
- (2) Restricted Stock Awards vest in 25% increments annually on the anniversary of the grant.
- (3) Non-qualified Stock Options vest in 25% increments annually on the anniversary of the grant.
- (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 August 29, 2014 and ending on August 31, 2017, and certification of such performance by the Compensation Committee following the conclusion of the performance period.