

BURRA JAMES P
Form 4
December 05, 2005

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 *
BURRA JAMES P

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)
12/02/2005

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 (A) or (D) Price			
Common Stock	12/02/2005		M		28,000 A \$ 4.4219	63,000	D	
Common Stock	12/02/2005		S		1,000 D \$ 20.4922	62,000	D	
Common Stock	12/02/2005		S		1,000 D \$ 20.49	61,000	D	
Common Stock	12/02/2005		S		1,000 D \$ 20.4862	60,000	D	
Common Stock	12/02/2005		S		2,000 D \$ 20.48	58,000	D	
	12/02/2005		S		1,000 D	57,000	D	

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Common Stock					\$	20.4763	
Common Stock	12/02/2005	S	1,000	D	\$ 20.47	56,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4505	55,000	D
Common Stock	12/02/2005	S	5,000	D	\$ 20.45	50,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4467	49,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.437	48,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4315	47,000	D
Common Stock	12/02/2005	S	4,000	D	\$ 20.43	43,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4232	42,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4172	41,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4137	40,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.41	39,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4082	38,000	D
Common Stock	12/02/2005	S	1,000	D	\$ 20.4057	37,000	D
Common Stock	12/02/2005	S	2,000	D	\$ 20.4	35,000	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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (1)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to buy)	\$ 4.4219	12/02/2005	M	28,000	(1)	07/01/2008	Common Stock	28,000

Reporting Owners

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

Signatures

James P. Burra by Suzanna Fabos under Power of Attorney dated August 31, 2000 (copy on file) 12/05/2005

**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 three equal annual installments on July 1, 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. 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.