

SEMTECH CORP  
Form 4  
December 16, 2008

**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 \*  
**SCHRAITH JAMES**

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

CAMARILLO, CA 93012-8790

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock	12/12/2008		M	V Amount (A) or (D) Price	\$ 8.9688 111,260	D	
Common Stock	12/12/2008		S	2,743 D	\$ 11.59 108,517	D	
Common Stock	12/12/2008		S	200 D	\$ 11.6 108,317	D	
Common Stock	12/12/2008		S	3,100 D	\$ 11.62 105,217	D	
Common Stock	12/12/2008		S	1,500 D	\$ 11.64 103,717	D	
	12/12/2008		S	1,100 D	\$ 11.65 102,617	D	

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Common Stock							
Common Stock	12/12/2008		S	200	D	\$ 11.655	102,417 D
Common Stock	12/12/2008		S	500	D	\$ 11.66	101,917 D
Common Stock	12/12/2008		S	2,600	D	\$ 11.67	99,317 D
Common Stock	12/12/2008		S	1,557	D	\$ 11.68	97,760 D
Common Stock	12/12/2008		S	300	D	\$ 11.685	97,460 D
Common Stock	12/12/2008		S	1,400	D	\$ 11.69	96,060 D
Common Stock	12/12/2008		S	100	D	\$ 11.695	95,960 D
Common Stock	12/12/2008		S	800	D	\$ 11.7	95,160 D
Common Stock	12/12/2008		S	300	D	\$ 11.71	94,860 D
Common Stock	12/12/2008		S	1,800	D	\$ 11.72	93,060 D
Common Stock	12/12/2008		S	100	D	\$ 11.725	92,960 D
Common Stock	12/12/2008		S	300	D	\$ 11.73	92,660 D
Common Stock	12/12/2008		S	1,300	D	\$ 11.74	91,360 D
Common Stock	12/12/2008		S	100	D	\$ 11.745	91,260 D

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.**

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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)	\$ 8.9688	12/12/2008	M	20,000	(1)	01/01/2009	Common Stock	20,000

## 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 Randall H. Holliday under Power of Attorney dated November 13, 2008 (copy attached) 12/16/2008

\_\_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 four equal annual installments on January 1, 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.