

ALTERA CORP  
Form 4  
December 30, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
BIRAN DAN

(Last) (First) (Middle)  
101 INNOVATION DRIVE  
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALTERA CORP [ALTR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/28/2015

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)  
Sr VP, Strategy

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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

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SEC 1474  
(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                       | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        |     |                  |                 |              |                            |  |
|--|------------------------------|------------------|------------|--|--------|-----|------------------|-----------------|--------------|----------------------------|--|
|  |                              |                  | Code       | V  | (A)    | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |  |
| Non-Qualified Stock Option (right to buy)        | \$ 33.31                     | 12/28/2015       | D          |  | 6,972  |     | (1)              | (1)             | Common Stock | 6,972                      |  |
| Non-Qualified Stock Option (right to buy)        | \$ 42.63                     | 12/28/2015       | D          |  | 61,000 |     | (1)              | (1)             | Common Stock | 61,000                     |  |
| Restricted Stock Unit <sup>(2)</sup>             | \$ 0                         | 12/28/2015       | D          |  | 41,205 |     | (1)              | (1)             | Common Stock | 41,205                     |  |
| Performance Restricted Stock Unit <sup>(2)</sup> | \$ 0                         | 12/28/2015       | D          |  | 29,224 |     | (1)(3)           | (1)(3)          | Common Stock | 29,224                     |  |
| Performance Restricted Stock Unit <sup>(2)</sup> | \$ 0                         | 12/28/2015       | D          |  | 7,066  |     | (1)(3)           | (1)(3)          | Common Stock | 7,066                      |  |
| Performance Restricted Stock Unit <sup>(2)</sup> | \$ 0                         | 12/28/2015       | D          |  | 17,782 |     | (1)(3)           | (1)(3)          | Common Stock | 17,782                     |  |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| BIRAN DAN<br>101 INNOVATION DRIVE<br>SAN JOSE, CA 95134 |               |           | Sr VP, Strategy |       |

## Signatures

/s/ Jonna Anderson,  
Attorney-in-Fact

12/30/2015

\*\*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).  
 Outstanding stock options, restricted stock units ("RSUs") or performance-based restricted stock units ("PRSUs") of the Issuer were either (i) assumed by Parent and automatically converted into corresponding equity incentive awards on common stock of Parent in accordance with the Merger Agreement, or (ii) cancelled and converted into the right to receive the Merger Consideration (less the exercise price, in the case of stock options) in accordance with the Merger Agreement.

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- (2) Each RSU and PRSU represented the contingent right to receive one share of common stock of the Issuer.
- (3) Includes PRSUs that were deemed fully vested and cancelled in exchange for the right to receive the Merger Consideration, in accordance with the Merger Agreement.

### **Remarks:**

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"),

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.