

SYNAPTICS INC
Form 4
May 06, 2015

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 *
Deutsch Scott

(Last) (First) (Middle)
1251 MCKAY DRIVE
(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SYNAPTICS INC [SYNA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2015

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)
SVP of Sales

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	05/04/2015		M		1,622	A	\$ 35.76
Common Stock	05/04/2015		M		328	A	\$ 46.5
Common Stock	05/04/2015		M		1,637	A	\$ 60.22
Common Stock	05/04/2015		M		1,310	A	\$ 61.4
Common Stock	05/04/2015		M		679	A	\$ 62.105
							8,330
							8,658
							10,295
							11,605
							12,284

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Common Stock	05/04/2015	M	982	A	\$ 78.11	13,266	D
Common Stock	05/04/2015	<u>S⁽¹⁾</u>	2,295	D	\$ 84.8959 <u>(2)</u>	10,971	D
Common Stock	05/04/2015	<u>S⁽¹⁾</u>	5,303	D	\$ 85.7551 <u>(3)</u>	5,668	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.

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 (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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 35.76	05/04/2015		M	1,622	<u>(4)</u>	01/28/2020	Common Stock	1,622
Employee Stock Option (Right to Buy)	\$ 46.5	05/04/2015		M	328	<u>(5)</u>	10/28/2020	Common Stock	328
Employee Stock Option (Right to Buy)	\$ 60.22	05/04/2015		M	1,637	<u>(6)</u>	01/27/2021	Common Stock	1,637
Employee Stock	\$ 61.4	05/04/2015		M	1,310	<u>(7)</u>	04/28/2021	Common Stock	1,310

Option
(Right to
Buy)

Employee
Stock

Option (Right to Buy)	\$ 62.105	05/04/2015	M	679	<u>(8)</u>	10/24/2021	Common Stock	679
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Employee
Stock

Option (Right to Buy)	\$ 78.11	05/04/2015	M	982	<u>(9)</u>	08/01/2021	Common Stock	982
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Deutsch Scott 1251 MCKAY DRIVE SAN JOSE, CA 95131			SVP of Sales	

Signatures

Kermit Nolan, as
attorney-in-fact

05/06/2015

__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).

(1) The shares were sold pursuant to a 10b5-1 Sales Plan dated February 20, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.39 to \$85.29, inclusive. The reporting person undertakes to provide to Synaptics Incorporated (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.43 to \$86.03, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) One-third of the total number of shares subject to the option vested and became exercisable on the 12-month anniversary of the January 28, 2013 grant date, and 1/36th of the total number of shares subject to the option vested or shall vest and became or shall become exercisable on the 28th day of each month thereafter until fully vested on January 28, 2016.

(5) 1/12th of the total number of shares subject to the options vested or shall vest and became or shall become exercisable each quarter following the October 28, 2013 grant date until fully vested on October 28, 2016.

(6) 1/12th of the total number of shares subject to the option vested or shall vest and became or shall become exercisable each quarter following the January 27, 2014 date of grant until fully vested on January 27, 2017.

(7) 1/12th of the total number of shares subject to the option vested or shall vest and became or shall become exercisable each quarter following the April 28, 2014 date of grant until fully vested on April 28, 2017.

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- (8) 1/12th of the total number of shares subject to the option vested or shall vest and became or shall become exercisable each quarter following the October 24, 2014 date of grant until fully vested on October 24, 2017.
- (9) 1/12th of the total number of shares subject to the option vested or shall vest and became or shall become exercisable each quarter following the August 1, 2014 date of grant until fully vested on August 1, 2017.

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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t. The 1945 Mortgage Trustee is not required to risk its funds or incur personal liability if there is reasonable ground for believing that the repayment is not reasonably assured. The holders of a majority of the 1945 Mortgage Bonds may direct the time, method and place of conducting any proceedings for any remedy available to the 1945 Mortgage Trustee, or exercising any trust or power conferred upon the First Mortgage Trustee. (See Article XIII.)

36 EVIDENCE TO BE FURNISHED TO THE 1945 MORTGAGE TRUSTEE We will furnish the 1945 Mortgage Trustee with an annual statement as to our compliance with the 1945 Mortgage. -----

CERTAIN PENNSYLVANIA TAX MATTERS Debt Securities owned by individuals residing in Pennsylvania are subject to the 4 mills (\$4.00 on each \$1,000 of principal amount) Pennsylvania corporate loans tax.

INFORMATION CONCERNING THE TRUSTEES The Chase Manhattan Bank and Bankers Trust Company have at various times in the ordinary course of business made loans to us and to our affiliates. The Chase Manhattan Bank also acts as guarantee trustee and property trustee for the trust originated preferred securities and common securities of our subsidiaries, PPL Capital Trust and PPL Capital Trust I and acts as trustee with respect to our junior subordinated deferrable interest debentures. Chase Manhattan Bank USA, National Association, an affiliate of the Trustee, also acts as Delaware trustee for the trust originated preferred securities and common securities of PPL Capital Trust and PPL Capital Trust I.

EXPERTS Our consolidated financial statements incorporated in this prospectus by reference to our Annual Report on Form 10-K for the year ended December 31, 2000, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

VALIDITY OF THE DEBT SECURITIES AND THE 1945 MORTGAGE BONDS Michael A. McGrail, Esq., Senior Counsel of PPL Services Corporation, and Thelen Reid & Priest LLP, New York, New York, counsel to PPL Electric, will pass upon the validity of the Debt Securities and the 1945 Mortgage Bonds for PPL Electric. Orrick, Herrington & Sutcliffe LLP, San Francisco, California, will pass upon certain legal matters in connection with the Debt Securities for any underwriters or agents. However, all matters pertaining to the organization of PPL Electric and titles and the liens of the Indenture and the 1945 Mortgage will be passed upon only by Mr. McGrail. As to matters involving the law of the Commonwealth of Pennsylvania, Thelen Reid & Priest LLP and Orrick Herrington & Sutcliffe LLP will rely on the opinion of Mr. McGrail. As to matters involving the law of the State of New York, Mr. McGrail will rely on the opinion of Thelen Reid & Priest LLP.

PLAN OF DISTRIBUTION We may sell Debt Securities (a) to purchasers directly; (b) to underwriters for public offering and sale by them; or (c) through agents or dealers. We may determine the price or other terms of the Debt Securities offered under this prospectus by use of an electronic auction. We will describe how any auction will be used to determine the price or any other terms, how potential investors may participate in the auction, and the nature of the 37 underwriters' obligations in connection with an auction in a supplement to this prospectus.

DIRECT SALES We may sell the Debt Securities directly to institutional investors or others who may be deemed to be underwriters within the meaning of the Securities Act with respect to any resale of the Debt Securities. A prospectus supplement will describe the terms of any such sale.

TO UNDERWRITERS The applicable prospectus supplement will name any underwriter involved in a sale of Debt Securities. Underwriters may offer and sell Debt Securities at a fixed price or prices, which may be changed, or from time to time at market prices or at negotiated prices. Underwriters may be deemed to have received compensation from us from sales of Debt Securities in the form of underwriting discounts or commissions and may also receive commissions from purchasers of Debt Securities for whom they may act as agent. Underwriters may sell Debt Securities to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or commissions (which may be changed from time to time) from the purchasers for whom they may act as agent. Unless otherwise provided in a prospectus supplement, the obligations of any underwriters to purchase particular Debt Securities will be subject to certain conditions precedent, and the underwriters will be obligated to purchase all such Debt Securities if any are purchased.

THROUGH AGENTS We will name any agent involved in a sale of Debt Securities, as well as any commissions payable by us to such agent, in a prospectus supplement. Unless we indicate differently in the prospectus supplement, any such agent

will be acting on a reasonable efforts basis for the period of its appointment. GENERAL INFORMATION Underwriters, dealers and agents participating in a sale of Debt Securities may be deemed to be underwriters as defined in the Securities Act, and any discounts and commissions received by them and any profit realized by them on resale of the Debt Securities may be deemed to be underwriting discounts and commissions, under the Securities Act. We may have agreements with underwriters, dealers and agents to indemnify them against certain civil liabilities, including liabilities under the Securities Act, and to reimburse them for certain expenses. Underwriters or agents and their associates may be customers of, engage in transactions with or perform services for us or our affiliates in the ordinary course of business. Each series of Debt Securities will be a new issue and will have no established trading market. We may elect to list any series of new Debt Securities on an exchange, but unless we advise you differently in the prospectus supplement, we have no obligation to cause any Debt Securities to be so listed. Any underwriters that purchase Debt Securities for public offering and sale may make a market in the Debt Securities, but such underwriters will not be obligated to do so and may discontinue any market making at any time 38 without notice. We make no assurance as to the liquidity of, or the trading markets for, any Debt Securities. 39

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

Securities and Exchange Commission registration fee.....	\$225,000	Printing expenses.....	200,000
Trustee fees and expenses.....	20,000	Legal fees and expenses.....	1,700,000
Accounting fees and expenses.....	20,000	Rating Agency fees.....	300,000
Miscellaneous.....	50,000		
Total.....	\$2,515,000		

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----- All of the above except the Securities and Exchange Commission registration fee are estimated. ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS. Section 7.02 of the Bylaws of the registrant provides: (A) RIGHT TO INDEMNIFICATION. Except as prohibited by law, every director and officer of the Company shall be entitled as of right to be indemnified by the Company against reasonable expense and any liability paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Company or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Company or by reason of the fact that such person is or was serving at the request of the Company as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as "action"). Such indemnification shall include the right to have expenses incurred by such person in connection with an action paid in advance by the Company prior to final disposition of such action, subject to such conditions as may be prescribed by law. Persons who are not directors or officers of the Company may be similarly indemnified in respect of service to the Company or to another such entity at the request of the Company to the extent the Board of Directors at any time denominates such person as entitled to the benefits of this Section 7.02. As used herein, "expense" shall include fees and expenses of counsel selected by such persons; and "liability" shall include amounts of judgments, excise taxes, fines and penalties, and amounts paid in settlement. (B) RIGHT OF CLAIMANT TO BRING SUIT. If a claim under paragraph (a) of this Section 7.02 is not paid in full by the Company within thirty days after a written claim has been received by the Company, the claimant may at any time thereafter bring suit against the Company to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action that the conduct of the claimant was such that under Pennsylvania law the Company would be prohibited from indemnifying the claimant for the amount claimed, but the burden of proving such defense shall be on the Company. Neither the failure of the Company (including its Board of Directors, independent legal counsel and its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because the conduct of the claimant was not such that indemnification would be prohibited by law, nor an actual determination by the Company (including its Board of Directors, independent legal counsel or its shareholders) that the conduct of the claimant was such that indemnification would be prohibited by law, shall be a defense to the action or create a presumption that the conduct of the claimant was such that indemnification would be prohibited by law. II-1 (C)

INSURANCE AND FUNDING. The Company may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any action, whether or not the Company would have the power to indemnify such person against such liability or

expense by law or under the provisions of this Section 7.02. The Company may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein. (D)

NON-EXCLUSIVITY; NATURE AND EXTENT OF RIGHTS. The right of indemnification provided for herein (1) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which those seeking indemnification hereunder may be entitled under any agreement, bylaw or charter provision, vote of shareholders or directors or otherwise, (2) shall be deemed to create contractual rights in favor of persons entitled to indemnification hereunder, (3) shall continue as to persons who have ceased to have the status pursuant to which they were entitled or were denominated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of persons entitled to indemnification hereunder and (4) shall be applicable to actions, suits or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The right of indemnification provided for herein may not be amended, modified or repealed so as to limit in any way the indemnification provided for herein with respect to any acts or omissions occurring prior to the effective date of any such amendment, modification or repeal. Directors and officers of the registrant may also be indemnified in certain circumstances pursuant to the statutory provisions of general application contained in Pennsylvania law. Furthermore, the registrant, as well as its directors and officers, may be entitled to indemnification by any underwriters named in a Prospectus Supplement against certain civil liabilities under the Securities Act of 1933 under agreements entered into between the Company and such underwriters. The registrant presently has insurance policies which, among other things, include liability insurance coverage for officers and directors of the registrant, under which such officers and directors are covered against any "loss" by reason of payment of damages, judgments, settlements and costs, as well as charges and expenses incurred in the defense of actions, suits or proceedings. "Loss" is specifically defined to exclude fines and penalties, as well as matters deemed uninsurable under the law pursuant to which the insurance policy shall be construed. The policies also contain other specific exclusions, including illegally obtained personal profit or advantage, and dishonesty. **ITEM 16. EXHIBITS.** Reference is made to the Exhibit Index filed herewith at page II-5, such Exhibit Index being incorporated in this Item 16 by reference. **ITEM 17.**

UNDERTAKINGS. The undersigned registrant hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in II-2 the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement. (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement. (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of PPL Electric's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been

advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than payment by a registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue. II-3

SIGNATURES PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, THE REGISTRANT CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-3 AND HAS DULY CAUSED THIS REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF ALLENTOWN, AND COMMONWEALTH OF PENNSYLVANIA, ON THE 10TH DAY OF JULY, 2001. PPL ELECTRIC UTILITIES CORPORATION By /s/ Michael E. Bray

----- Michael E. Bray President PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, AS AMENDED, THIS REGISTRATION STATEMENT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE 10TH DAY OF JULY, 2001. SIGNATURE TITLE ----- /s/ Michael E. Bray President and Director

----- (Principal Executive Michael E. Bray Officer) /Joseph J. McCabe Vice President and ----- Controller (Principal Joseph J. McCabe Accounting Officer) /s/ James E. Abel Treasurer ----- (Principal Financial James E. Abel Officer)

JOHN R. BIGGAR, PAUL T. CHAMPAGNE, LAWRENCE DE SIMONE, ROBERT J. GREY, WILLIAM F. HECHT, FRANCIS A. LONG, } Directors JAMES H. MILLER By /s/ John R. Biggar

----- John R. Biggar, As Attorney-in-Fact II-4 PPL ELECTRIC UTILITIES CORPORATION REGISTRATION STATEMENT ON FORM S-3 EXHIBIT INDEX Exhibit No. Description Method of Filing ----- 1.1 Form of Underwriting Agreement with respect A form of any to Debt Securities underwriting agreement with respect to any Debt Securities will be filed as an Exhibit to a report on Form 8-K, as contemplated by Item 601(b)(1) of Regulation S-K under the Securities Act. 3.1* Amended and Restated Articles of Exhibit 3(i) to PPL Incorporation of PPL Electric Utilities Electric's Quarterly Corporation ("PPL Electric") Report on Form 10-Q for the quarter ended March 31, 1999. 3.2* Articles of Amendment of PPL Electric Exhibit 3(a)-4 to PPL Electric's Annual Report on Form 10-K for the year ended December 31, 2001. 3.3* By-Laws of PPL Electric Exhibit 3(b)-2 to PPL Electric's Annual Report on Form 10-K for the year ended December 31, 2000. 3.4* Plan of Division Incorporated by reference to PPL Electric's Information Statement relating to Plan of Division filed with the SEC on June 15, 2001. 3.5* Form of Articles of Incorporation as to be Incorporated by amended reference as part of Exhibit 3.4. 3.6* Form of By-Laws as to be amended Incorporated by reference as part of Exhibit 3.4. 4.1 Form of Indenture Filed herewith. 4.2 Form of Supplemental Indenture to Indenture Filed herewith. establishing certain terms of a series of Debt Securities 4.3 Form of Officer's Certificate establishing Filed herewith. certain terms of the Debt Securities 4.4.1* Mortgage and Deed of Trust, dated as of Exhibit 2(a)-4 to October 1, 1945, between Pennsylvania Power Registration Statement and Light Company (now PPL Electric No. 2-60291. Utilities Corporation) and Guaranty Trust Company of New York (now Morgan Guaranty Trust Company of New York), as Trustee 4.4.2* Supplement, dated as of July 1, 1954 Exhibit 2(b)-5 to Registration Statement No. 2-19255. II-5 Exhibit No. Description Method of Filing ----- 4.4.3* Supplement, dated as of March 1, 1964 Exhibit 2(a)-12 to Registration Statement No. 2-60291. 4.4.4* Supplement, dated as of June 1, 1966 Exhibit 2(a)-13 to Registration Statement No. 2-60291. 4.4.5* Supplement, dated as of November 1, 1967 Exhibit 2(a)-14 to Registration Statement No. 2-60291. 4.4.6* Supplement, dated as of January 1, 1969 Exhibit 2(a)-16 to Registration Statement No. 2-60291. 4.4.7* Supplement, dated as of June 1, 1969 Exhibit 2(a)-17 to Registration Statement No. 2-60291. 4.4.8* Supplement, dated as of March 1, 1970 Exhibit 2(a)-18 to Registration Statement No. 2-60291. 4.4.9* Supplement, dated as of February 1, 1971 Exhibit 2(a)-19 to Registration Statement No. 2-60291. 4.4.10* Supplement, dated as of February 1, 1972 Exhibit 2(a)-20 to Registration Statement No. 2-60291. 4.4.11* Supplement, dated as of January 1, 1973 Exhibit 2(a)-21 to Registration Statement No. 2-60291. 4.4.12* Supplement, dated as of May 1, 1973 Exhibit 2(a)-22 to Registration Statement No. 2-60291. 4.4.13* Supplement, dated as of December 1, 1976 Exhibit 2(a)-26 to Registration Statement No. 2-60291. 4.4.14* Supplement, dated as of December

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1, 1976 Exhibit 2(a)-28 to Registration Statement No. 2-60291. 4.4.15* Supplement, dated as of March 1, 1984 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated April 24, 1984. 4.4.16* Supplement, dated as of August 15, 1984 Exhibit 4(b) to Form 10-Q Report (File No. 1-905) for the quarter ended September 30, 1984. 4.4.17* Supplement, dated as of June 15, 1985 Exhibit 4(a)-35 to Form 10-K Report (File No. 1-905) for the year ended December 31, 1985. 4.4.18* Supplement, dated as of April 1, 1986 Exhibit 4(a)-37 to Form 10-K Report (File No. 1-905) for the year ended December 31, 1986. II-6 Exhibit No. Description Method of Filing -----
----- 4.4.19* Supplement, dated as of January 1, 1989 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated February 2, 1989. 4.4.20* Supplement, dated as of October 1, 1989 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated November 6, 1989. 4.4.21* Supplement, dated as of July 1, 1991 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated July 29, 1991. 4.4.22* Supplement, dated as of May 1, 1992 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated June 1, 1992. 4.4.23* Supplement, dated as of November 1, 1992 Exhibit 4(b)-29 to Form 10-K Report (File No. 1-905) dated June 1, 1992. 4.4.24* Supplement, dated as of February 1, 1992 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated February 16, 1993. 4.4.25* Supplement, dated as of April 1, 1993 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated April 30, 1993. 4.4.26* Supplement, dated as of June 1, 1993 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated July 7, 1993. 4.4.27* Supplement, dated as of October 1, 1993 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated October 29, 1993. 4.4.28* Supplement, dated as of February 15, 1994 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated March 11, 1994. 4.4.29* Supplement, dated as of March 1, 1994 Exhibit 4(b) to Form 8-K Report (File No. 1-905) dated March 11, 1994. 4.4.30* Supplement, dated as of March 15, 1994 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated March 30, 1994. 4.4.31* Supplement, dated as of September 1, 1994 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated October 3, 1994. 4.4.32* Supplement, dated as of October 1, 1994 Exhibit 4(a) to Form 8-K Report (File No. 1-905) dated October 3, 1994. II-7 Exhibit No. Description Method of Filing -----
----- 4.4.33* Supplement, dated as of August 1, 1995 Exhibit 6(a) to Form 10-Q Report (File No. 1-905) for the quarter ended September 30, 1995. 4.4.34* Supplement, dated as of April 1, 1997 Exhibit 4(b) to Form 10-K Report (File No. 1-905) for the year ended December 31, 1997. 4.4.35* Supplement, dated as of May 1, 1998 Exhibit 4.3 to Form 8-K Report (File No. 1-905) dated April 28, 1998. 4.4.36* Supplement, dated as of June 1, 1999 Exhibit 4(b)-19 to Form 10-K Report (File No. 1-905) for the year ended December 31, 1999. 4.5 Form of Supplement to Mortgage and Deed of Filed herewith. Trust establishing series of 1945 Mortgage Bonds 4.6 Form of Compliance Administration Agreement Filed herewith. 5.1 Opinion of Michael A. McGrail as to the Filed herewith. legality of the Debt Securities and the 1945 Mortgage Bonds 5.2 Opinion of Thelen Reid & Priest LLP as to Filed herewith. the legality of the Debt Securities and the 1945 Mortgage Bonds 12.1 *Calculation of Ratio of Earnings to Fixed Exhibit 12 to PPL Charges Electric's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001. 23.1 Consent of Michael A. McGrail, Esq. Filed herewith as part of Exhibit 5.1 23.2 Consent of Thelen Reid & Priest LLP Filed herewith as part of Exhibit 5.2 23.3 Consent of PricewaterhouseCoopers LLP Filed herewith. 24.1 Power of Attorney Filed herewith. 25.1 Statement of Eligibility of Trustee under Filed herewith. Indenture -----
* Previously filed as indicated and incorporated herein by reference. II-8