

Poppen Joel L
Form 4
October 26, 2017

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 *
Poppen Joel L

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)
10/24/2017

____ Director _____ 10% Owner
 Officer (give title below) Other (specify below)
SVP Legal Affairs Gen Counsel / Corporate Secretary

BOISE, ID 83716

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

(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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/24/2017 | | A | V | 17,324 (1) | A | \$ 0 191,172 D |
| Common Stock | 10/24/2017 | | M | | 6,804 | A | \$ 0 (2) 197,976 D |
| Common Stock | 10/24/2017 | | F | | 3,358 (3) | D | \$ 41.56 194,618 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

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option | \$ 41.56 | 10/24/2017 | | A | | 22,449 | | 10/24/2018 ⁽⁴⁾ | 10/24/2025 | Common Stock |
| Performance Restricted Stock Unit | \$ 0 ⁽²⁾ | 10/24/2017 | | A | | 10,363 | | ⁽⁵⁾ | ⁽²⁾ | Common Stock |
| Performance Restricted Stock Unit | \$ 0 ⁽²⁾ | 10/24/2017 | | M | | 6,804 | | ⁽⁶⁾ | ⁽²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|---------------------|
| | Director | 10% Owner | Officer | Other |
| Poppen Joel L 8000 S. FEDERAL WAY MS 1-557 BOISE, ID 83716 | | | SVP Legal Affairs Gen Counsel | Corporate Secretary |

Signatures

Robert Case,
Attorney-in-fact

10/26/2017

**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) Restricted Stock Awards vest in 33 1/3% increments annually on the anniversary of the grant.
- (2) Not Applicable - Grant of restricted stock units.
- (3) Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock units awarded under the Issuer's 2004 Equity Incentive Plan.

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- (4) Non-qualified Stock Options vest in 25% increments annually on the anniversary of the grant.

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 new technology ramp and Company valuation over a 3-year performance period beginning September 1, 2017 and ending on September 3, 2020, and certification of such performance by the Compensation Committee following the conclusion of the performance period.

- (5) 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 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.

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.