

O'Brien Robert W Jr
 Form 5
 February 08, 2010

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 O'Brien Robert W Jr

2. Issuer Name and Ticker or Trading Symbol
 LATTICE SEMICONDUCTOR CORP [LSCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/02/2010

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Corporate Controller

5555 N.E. MOORE CT.

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

HILLSBORO, OR 97124

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	05/06/2009	Â	M	137 A \$ 0 (1)	3,204	D	Â
Common Stock	05/06/2009	Â	F(2)	57 D \$ 1.79	3,147	D	Â
Common Stock	08/06/2009	Â	M	138 A \$ 0 (1)	3,285	D	Â
Common Stock	08/06/2009	Â	F(2)	57 D \$ 2.22	3,228	D	Â

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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 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. P... Der... Sec... (Ins...
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (RSU)	\$ 0 ⁽³⁾	05/06/2009	^	M	^ 137	^ ⁽⁴⁾ ^ ⁽⁴⁾	Common Stock	137
Restricted Stock Unit (RSU)	\$ 0 ⁽³⁾	08/06/2009	^	M	^ 138	^ ⁽⁴⁾ ^ ⁽⁴⁾	Common Stock	138

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Robert W Jr 5555 N.E. MOORE CT. HILLSBORO, OR 97124	^	^	^	Corporate Controller

Signatures

/s/ Robert W. O'Brien 02/08/2010

**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 Units - no purchase price for this transaction.

These shares were retained by the Issuer in order to meet the tax withholding obligations of the Reporting Person in connection with the

(2) vesting of an installment of the restricted stock units. The amount retained by the Issuer was not in excess of the amount of the tax liability.

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(3) Restricted Stock Units - no exercise price for this transaction.

(4) 2,200 Restricted Stock Units (RSUs) were granted on 8/6/07 and vest, in whole shares as follows: 6.25% of the RSU grant shall vest on 11/6/07, and an additional 6.25% of the RSUs vest on each three months thereafter until 100% of the RSU grant is vested on 8/6/11.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.