

MICROTUNE INC
Form 4
February 12, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK ROBERT S

(Last) (First) (Middle)

2201 TENTH STREET

(Street)

PLANO, TX 75074

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MICROTUNE INC [TUNE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President Worldwide Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	02/08/2008		M ⁽¹⁾	18,200 A \$ 0	39,279	D	
Common Stock	02/08/2008		F ⁽²⁾	4,812 D \$ 5.4	34,467	D	

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

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SEC 1474
(9-02)

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	02/08/2008		M	18,200	(4) (4)	Common Stock	18,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIRK ROBERT S 2201 TENTH STREET PLANO, TX 75074	Vice President Worldwide Sales

Signatures

/s/ Robert S.
Kirk 02/12/2008

**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).

- Common stock of Microtune, Inc. (the "Company") awarded upon achievement of performance criteria pursuant to the Company's 2007 Incentive Compensation Program. On February 8, 2008, after reviewing the Company's performance during fiscal 2007 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that all restricted stock unit awards would vest under the 2007 Incentive Compensation Program. See the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") on March 5, 2007 for a description of the 2007 Incentive Compensation Program.
- (1) Represents a reduction of shares issued to the reporting person to discharge withholding tax obligations in connection with the vesting of performance based restricted stock units on February 8, 2008.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- After reviewing the Company's performance during fiscal 2007 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that all restricted stock unit awards issued pursuant to the Company's 2007 Incentive Compensation Program vested on February 8, 2008. Each restricted stock unit converted into one share of the Company's common stock.
- (3) As of February 12, 2008, the reporting person holds 44,000 restricted stock units, including 28,000 that were granted under the Amended and Restated Microtune, Inc. 2000 Stock Plan on May 10, 2007 and which vest over time and 16,000 restricted stock units that were granted under Microtune's 2008 Incentive Compensation Program effective on February 12, 2008.

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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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