

Fanning Christopher M
 Form 4
 February 07, 2011

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 *
 Fanning Christopher M

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)
 5555 N.E. MOORE CT.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 CVP Low Density & Mixed Signal

HILLSBORO, OR 97124

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2011		M	1,555 A \$ 0 ⁽¹⁾	30,907	D	
Common Stock	02/03/2011		F ⁽²⁾	551 D \$ 6.4425	30,356	D	
Common Stock	02/07/2011		M	628 A \$ 0 ⁽¹⁾	30,984	D	
Common Stock	02/07/2011		F ⁽²⁾	222 D \$ 6.66	30,762	D	
Common Stock	02/07/2011		M	639 A \$ 0 ⁽¹⁾	31,401	D	

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Common Stock 02/07/2011 F(2) 226 D \$ 6.66 31,175 D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit (RSU)	\$ 0 ⁽³⁾	02/07/2011		M	639	⁽⁴⁾	02/07/2011 ⁽⁵⁾	Common Stock	639
Restricted Stock Unit (RSU)	\$ 0 ⁽³⁾	02/03/2011		M	1,555	⁽⁶⁾	02/04/2013 ⁽⁵⁾	Common Stock	1,555
Restricted Stock Unit (RSU)	\$ 0 ⁽³⁾	02/07/2011		M	628	⁽⁷⁾	02/04/2013 ⁽⁵⁾	Common Stock	628

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Fanning Christopher M 5555 N.E. MOORE CT. HILLSBORO, OR 97124	CVP Low Density & Mixed Signal

Signatures

By: Byron W. Milstead, Attorney-in-Fact For: Christopher Fanning 02/07/2011

 **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.

(3) Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuers common shares without payment of specific consideration.

A total of 10,222 Restricted Stock Units (RSUs) were granted on 2/6/07 that vest over a four year period wherein 1/16th (6.25%) of the

(4) total RSUs granted vest on each quarterly anniversary of the grant date. As of 6/1/09, the effective date the reporting individual became subject to Section 16, a total of 5,749 RSUs have vest and the shares have been released to the reporting individual. The remaining 4,473 RSUs shall continue to vest quarterly until fully vested on 2/6/2011.

(5) Not applicable.

(6) This grant of Restricted Stock Units (RSUs) vest as follows: 25% of the RSUs will vest upon the one-year anniversary of the grant date and an additional 6.25% of the RSUs vest each three months thereafter until 100% of the RSU grant is vested.

A total of 10,049 Restricted Stock Units (RSUs) were granted on 2/5/08 that vest over a four year period wherein 1/16th (6.25%) of the total RSUs granted vest on each quarterly anniversary of the grant date. As of 6/1/09, the effective date the reporting individual became

(7) subject to Section 16, a total of 3,140 RSUs have vest and the shares have been released to the reporting individual (less any shares withheld to satisfy the tax withholding obligation). The remaining 6,909 RSUs shall continue to vest quarterly until fully vested on 2/5/2012.

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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