

SCHUELKE KATHERINE
Form 4
August 02, 2012

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 *
SCHUELKE KATHERINE

(Last) (First) (Middle)
101 INNOVATION DRIVE
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTERA CORP [ALTR]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2012

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)
Sr VP, GC & Secretary

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/31/2012		M	5,350	A \$ 0	29,703	D
Common Stock	07/31/2012		M	10,500	A \$ 0	40,203	D
Common Stock	07/31/2012		M	2,025	A \$ 0	42,228	D
Common Stock	07/31/2012		M	4,725	A \$ 0	46,953	D
Common Stock	07/31/2012		M	4,500	A \$ 0	51,453	D

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Common Stock	07/31/2012	F	<u>1,963</u> (1)	D	\$ 35.45	49,490	D
Common Stock	07/31/2012	F	<u>4,004</u> (1)	D	\$ 35.45	45,486	D
Common Stock	07/31/2012	F	<u>946</u> (1)	D	\$ 35.45	44,540	D
Common Stock	07/31/2012	F	<u>2,206</u> (1)	D	\$ 35.45	42,334	D
Common Stock	07/31/2012	F	<u>1,651</u> (1)	D	\$ 35.45	40,683	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Restricted Stock Unit	<u>(2)</u>	07/31/2012		M	4,725	<u>(3)</u>	<u>(4)</u>	Common Stock	4,725
Restricted Stock Unit (RSU)	<u>(2)</u>	07/31/2012		M	5,350	<u>(5)</u>	<u>(4)</u>	Common Stock	5,350
Restricted Stock Unit (RSU)	<u>(2)</u>	07/31/2012		M	10,500	<u>(6)</u>	<u>(4)</u>	Common Stock	10,500
Restricted Stock Unit (RSU)	<u>(2)</u>	07/31/2012		M	2,025	<u>(7)</u>	<u>(4)</u>	Common Stock	2,025
Restricted Stock Unit (RSU)	<u>(2)</u>	07/31/2012		M	4,500	<u>(8)</u>	<u>(4)</u>	Common Stock	4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHUELKE KATHERINE 101 INNOVATION DRIVE SAN JOSE, CA 95134			Sr VP, GC & Secretary	

Signatures

KATHERINE E. SCHUELKE 08/02/2012

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) Shares of common stock were withheld at vesting to cover required tax withholding. The fair market value of Altera common stock used for purposes of calculating the number of shares to be withheld was the closing price of Altera common stock as reported on the NASDAQ Stock Market on such vesting date.
 - (2) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Altera common stock at no cost.
 - (3) On February 19, 2010, the reporting person received a grant of performance-based restricted stock units ("RSUs"). The RSUs commenced vesting on July 31, 2011 at a rate of 25% annually. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
 - (4) The grant shall expire ten years from the date of grant.
 - (5) On February 25, 2011, the reporting person received a grant of RSUs that vest over a four-year period beginning on July 31, 2012. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
 - (6) On March 2, 2009, the reporting person received a grant of performance-based restricted stock units ("RSUs"). The RSUs commenced vesting on July 31, 2010 at a rate of 25% annually. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
 - (7) On February 19, 2010, the reporting person received a grant of RSUs that vest over a four-year period beginning on July 31, 2011. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.
 - (8) On March 2, 2009, the reporting person received a grant of RSUs that vest over a four-year period beginning on July 31, 2010. One fourth of the RSUs vested on July 31, 2012 and shares were delivered to the reporting person on that date.

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.