

LSI CORP  
Form 4  
March 04, 2014

**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 \*  
TALWALKAR ABHIJIT Y

(Last) (First) (Middle)  
C/O LSI CORPORATION, 1320  
RIDDER PARK DRIVE  
(Street)

SAN JOSE, CA 95131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LSI CORP [NASDAQ:LSI]

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2014

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)  
President/CEO & Director

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/01/2014		M		140,363	A	\$ 0
Common Stock	03/01/2014		F		68,011	D	\$ 11.09
					688,414 <sup>(1)</sup>	D	
					620,403 <sup>(1)</sup>	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	(2)	03/01/2014		M	25,000 (1)	(3) (3)	Common Stock 2
Restricted Stock Units	(2)	03/01/2014		M	32,500 (1)	(4) (4)	Common Stock 3
Restricted Stock Units	(2)	03/01/2014		M	32,972 (1)	(5) (5)	Common Stock 3
Restricted Stock Units	(2)	03/01/2014		M	49,891 (1)	(6) (6)	Common Stock 4
Employee Stock Option (right to buy)	\$ 11.09	03/01/2014		A	729,940	(7) 03/01/2021	Common Stock 72
Restricted Stock Units	(2)	03/01/2014		A	148,782	(8) (8)	Common Stock 14

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TALWALKAR ABHIJIT Y C/O LSI CORPORATION 1320 RIDDER PARK DRIVE SAN JOSE, CA 95131	X		President/CEO & Director	

## Signatures

Susan Solner Janjigian, by power of attorney 03/04/2014

\_\_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) These transactions represent the vesting of a restricted stock unit award and the withholding of shares to satisfy tax withholding obligations in connection with the vesting. No shares were sold.
- (2) Each restricted stock unit represents a contingent right to receive one share of LSI common stock.
- (3) The restricted stock units vest in four equal annual installments beginning March 1, 2011. Vested shares will be delivered to the reporting person following each vest date.
- (4) The restricted stock units vest in four equal annual installments beginning March 1, 2012. Vested shares will be delivered to the reporting person following each vest date.
- (5) The restricted stock units vest in four equal annual installments beginning March 1, 2013. Vested shares will be delivered to the reporting person following each vest date.
- (6) The restricted stock units vest in four equal annual installments beginning March 1, 2014. Vested shares will be delivered to the reporting person following each vest date.
- (7) This option vests in four equal annual installments beginning on March 1, 2015.
- (8) The restricted stock units vest in four equal annual installments beginning March 1, 2015. Vested shares will be delivered to the reporting person following each vest 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.