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# ATMEL CORP

Reported by

**WU TSUNG CHING**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 09/22/11 for the Period Ending 09/20/11

| | |
|---|---|
| Address | 2325 ORCHARD PKWY<br>SAN JOSE, CA 95131 |
| Telephone | 4084410311 |
| CIK | 0000872448 |
| Symbol | ATML |
| SIC Code | 3674 - Semiconductors and Related Devices |
| Industry | Semiconductors |
| Sector | Technology |
| Fiscal Year | 12/31 |

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# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **WU TSUNG CHING**<br>(Last) (First) (Middle) | **ATMEL CORP [ ATML ]** | __ **X** __ Director _____ 10% Owner |
| **2325 ORCHARD PARKWAY**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**9/20/2011** | __ **X** __ Officer (give title below) _____ Other (specify below)<br>**EVP Office of the President** |
| **SAN JOSE, CA 95131**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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** | **9/20/2011** | | **A** | | **108400** (1) | **A** | **$ 0** | **1970144** | **D** | |
| **Common Stock** | | | | | | | | **128585** | **I** | **By Trust for Son** |
| **Common Stock** | | | | | | | | **128585** | **I** | **By Trust for Daughter** |
| **Common Stock** | | | | | | | | **6644902** | **I** | **By Trust with Wife** |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

**( 1)** These shares are restricted stock units (RSUs), whereby each RSU represents a contingent right to receive one share of the Issuer's Common Stock. The RSUs will vest in equal quarterly installments, such that 100% of these shares will be fully vested on August 15, 2015.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **WU TSUNG CHING**<br>**2325 ORCHARD PARKWAY** | **X** | | **EVP Office of the President** | |

| | | | | |
|---|---|---|---|---|
| **SAN JOSE, CA 95131** | | | | |

**Signatures**

**/s/ Steven Ruskin, Attorney-in-fact for Tsung-Ching Wu** **9/22/2011**

** Signature of Reporting Person — Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.