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SEMTECH CORP

Reported by

WILSON JOHN MICHAEL

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/02/12 for the Period Ending 03/01/12

Address	200 FLYNN ROAD CAMARILLO, CA 93012-8790
Telephone	8054982111
CIK	0000088941
Symbol	SMTC
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	01/29

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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

OMB APPROVAL
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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)
WILSON JOHN MICHAEL (Last) (First) (Middle)	**SEMTECH CORP [SMTC]**	_____ Director _____ 10% Owner
200 FLYNN ROAD (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **3/1/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Senior Vice President**
CAMARILLO, CA 93012-8790 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. 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	**3/1/2012**		**M**		**2567**	**A**	**$ 0**	**28846**	**D**	
Common Stock	**3/1/2012**		**F**		**942**	**D**	**$28.71**	**27904**	**D**	

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				
Restricted Stock Unit	(1)	**3/1/2012**		**M**			**2567**	(2)	(3)	**Common Stock**	**2567**	**$ 0**	**5133**	**D**	

Explanation of Responses:

(1) Each Restricted Stock Unit represents the contingent right to one share of the company's common stock.

(2) A portion of the previously reported stock unit award vested on March 1, 2012.

(3) This grant vests in three annual installments beginning on March 1, 2012.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON JOHN MICHAEL **200 FLYNN ROAD** **CAMARILLO, CA 93012-8790**			**Senior Vice President**	

Signatures

John Michael Wilson by Randall H. Holliday under Power of Attorney dated November 3, 2008 (Copy On File) **3/2/2012**

** 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.