

ALTERA CORP  
Form 4  
December 30, 2015

**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 \*  
Shoemaker John C

(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)  
12/28/2015

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 12/28/2015                           |  | D                              |   | 31,319  | D  | 0                                 |

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

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SEC 1474  
(9-02)

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

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| 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 |
| Non-Qualified Stock Option (right to buy)  | \$ 23.52   | 12/28/2015                           |  | D                              |   | (2) (2)  | Common Stock  | 1,667  |                            |
| Non-Qualified Stock Option (right to buy)  | \$ 20.64   | 12/28/2015                           |  | D                              |   | (2) (2)  | Common Stock  | 40,000 |                            |
| Restricted Stock Unit <sup>(3)</sup>       | \$ 0   | 12/28/2015                           |  | D                              |   | (2) (2)  | Common Stock  | 5,275  |                            |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Shoemaker John C<br>101 INNOVATION DRIVE<br>SAN JOSE, CA 95134 | X             |           |         |       |

## Signatures

/s/ Jonna Anderson,  
Attorney-in-Fact  
12/30/2015

Date

\*\*Signature of Reporting Person

## 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) Outstanding shares of the common stock of the Issuer were converted into the right to receive \$54.00 per share in cash, without interest thereon and subject to any required tax withholding (the "Merger Consideration"), in accordance with the Merger Agreement.
- (2) Outstanding stock options and restricted stock units ("RSUs") of the Issuer were either (i) assumed by Parent and automatically converted into corresponding equity incentive awards on common stock of Parent in accordance with the Merger Agreement, or (ii) cancelled and converted into the right to receive the Merger Consideration (less the exercise price, in the case of stock options) in accordance with the Merger Agreement.
- (3) Each RSU represented the contingent right to receive one share of common stock of the Issuer.

### Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"),  
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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