KIRK ROBERT S

Form 4

December 02, 2010

FORM 4

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

OMB APPROVAL OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31,

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

Expires:

may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

2005

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KIRK ROBERT S			2. Issuer Name and Ticker or Trading Symbol MICROTUNE INC [TUNE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an approacte)		
2201 TENTH S	STREET		(Month/Day/Year) 11/30/2010	Director 10% OwnerX_ Officer (give title Other (specify below) Vice President Worldwide Sales		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PLANO, TX 7:	5074			Form filed by More than One Reporting Person		

(City)	(State) (Table Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Dis	sposed	of (D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
							Transaction(s)		
			$\alpha + w$	A		ъ.	(Instr. 3 and 4)		
			Code V	Amount	(D)				
Common						\$			
	11/30/2010		D	51,921	D	2.92	0	D	
Stock				•		(1)			
Common Stock	11/30/2010		Code V	Amount 51,921	(A) or (D)		Transaction(s) (Instr. 3 and 4)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, and		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
Restricted Stock Units	<u>(2)</u>	11/30/2010		D	223,089	<u>(6)</u>	<u>(6)</u>	Common Stock	223,089
Stock Option (right to buy)	<u>(6)</u>	11/30/2010		D	490,672	<u>(4)</u>	<u>(6)</u>	Common Stock	490,672

Relationship

Reporting Owners

Reporting Owner Name / Address	Kelationships				
	Director	10% Owner	Officer	Other	

KIRK ROBERT S 2201 TENTH STREET PLANO, TX 75074

Vice President Worldwide Sales

Signatures

/s/ Robert S.

Kirk

**Signature of Date

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) Disposed of pursuant to the Agreement and Plan of Merger between Issuer, Zoran Corporation ("Zoran") and Maple Acquisition Corp. dated September 7, 2010 (the "Merger Agreement"), in exchange for \$2.92 per share in cash.
- (2) Each restricted stock unit represents a contingent right to receive one share of Microtune common stock.
- Pursuant to the Merger Agreement, the restricted stock units were assumed by Zoran and shall represent a contingent right to receive

 (3) 93,697 shares of Zoran Common Stock based on the Exchange Ratio (as defined in the Merger Agreement) established three days prior to

 Closing
- (4) Pursuant to the Merger Agreement, the option vested in full immediately prior to the effectiveness of the merger.
- Pursuant to the Merger Agreement, the stock options were cancelled upon the effectiveness of the merger in exchange for a cash payment equivalent to \$50,433.55 which represents the excess of \$2.92 over the per share exercise price of the stock options.
- (6) Please see the Issuer's latest proxy statement.

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.

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