Lumentum Holdings Inc. Form 4

September 28, 2016

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

Check this box if no longer subject to Section 16.

Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * LOWE ALAN S

> (First) (Middle)

C/O LUMENTUM, 400 NORTH MCCARTHY BLVD

(Street)

(Ctota)

2. Issuer Name and Ticker or Trading Symbol

Lumentum Holdings Inc. [LITE]

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

09/25/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner _X__ Officer (give title Other (specify below)

CEO and President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILPITAS, CA 95035

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3, 4	ed of		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)
Common Stock	09/25/2016		M(1)	10,918	A	\$ 0	151,220	D	
Common Stock	09/25/2016		F(2)	5,697	D	\$ 40.97	145,523	D	
Common Stock	09/25/2016		M <u>(1)</u>	9,098	A	\$ 0	154,621	D	
Common Stock	09/25/2016		F(2)	4,747	D	\$ 40.97	149,874	D	
Common Stock	09/28/2016		S(3)	4,351	D	\$ 41.8184 (4)	145,523	D	

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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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Performance Stock Units	\$ 0	09/25/2016		M		10,918	09/25/2016	(5)	Common Stock	10,918
Performance Stock Units	\$ 0	09/25/2016		M		9,098	09/25/2016	(5)	Common Stock	9,098

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LOWE ALAN S C/O LUMENTUM 400 NORTH MCCARTHY BLVD MILPITAS, CA 95035

CEO and President

Signatures

/s/ Judy G Hamel as Attorney-in-Fact

09/28/2016

**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) Each unit converts upon vesting into one share of common stock.
 - These shares were retained by the Company in order to meet the tax withholding obligations of the award holder in connection with the
- (2) vesting of an installment of the restricted stock unit award. The amount retained by the Company was not in excess of the amount of the tax liability.
- (3) Sale of shares pursuant to 10b5-1 plan dated 5/31/2016.

Reporting Owners 2

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- The price is the weighted average sale price for the transactions reported on this line. The prices for the transactions reported on this line (4) range from \$41.63 to \$42.04. The reporting person undertakes to provide, upon request by the staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (5) Restricted Stock Units have no expiration 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.