

MICRON TECHNOLOGY INC
 Form 3
 May 10, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MEHROTRA SANJAY		(Month/Day/Year)	MICRON TECHNOLOGY INC [MU]	
(Last)	(First)	(Middle)	05/08/2017	
8000 S. FEDERAL WAY,Â MS			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1-557			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
BOISE,Â IDÂ 83716			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	President & CEO	<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	Â

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
---------------------	--------------------	----------------------------------	----------------------------------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEHROTRA SANJAY 8000 S. FEDERAL WAY MS 1-557 BOISE, ID 83716	Â	Â	Â President & CEO	Â

Signatures

Robert Case,
Attorney-in-fact

05/10/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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. 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. **2***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)**Not applicable. Restricted stock grant.

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. in-bottom:0pt; margin-left:10%; font-size:10pt; font-family:Times New Roman">Provide the following information regarding the aggregate number and percentage of the class of securities identified in Item 1.

(a) Amount beneficially owned:

78,192,591 shares, consisting of 5,366 shares of Class A Common Stock, 7,454 restricted stock units that will vest within 60 days of the reporting period held by David A. Duffield, and 67,069,972 shares of Class B Common Stock held by The David A. Duffield Trust dated July 14, 1988 and 11,109,799 shares of Class B Common Stock held by Aneel Bhusri and subject to the Voting Agreement. Each share of Class B Common Stock is convertible, at any time at the option of the holder, into one (1) share of Class A Common Stock. In addition, each share of Class B Common Stock will convert automatically into one (1) share of Class A Common Stock upon any transfer, whether or not for value, except for certain permitted transfers described in, and transfers to any permitted transferee as defined in the Issuer's restated certificate of incorporation in effect as of the date hereof. All shares of Class A and Class B Common Stock will convert automatically into shares of a single class of Common Stock upon the earliest to occur of the following: (a) upon the election by the holders of a majority of the then outstanding shares of Class B Common Stock, (b) the date when the number of outstanding shares of Class B Common Stock represents less than nine percent (9%) of all outstanding shares of Class A and Class B Common Stock, (c) October 11, 2032 or (d) nine (9) months after the death of the later to die of David A. Duffield and Aneel Bhusri.

(b) Percent of Class:

40.29%. The foregoing percentage is based on 113,875,608 shares of the Issuer's Class A Common Stock outstanding as of December 31, 2015, plus the number of shares of Class B Common Stock held by David A. Duffield, which are treated as converted into Class A Common Stock only for the purpose of computing the percentage of ownership of David A. Duffield.

Assuming conversion of all of the Issuer's Class B Common Stock into Class A Common Stock, the reporting person listed in Item 4 would hold 34.56% of the total outstanding shares of the Issuer. The 34.56% is based on the combined total of 194,080,181 shares, which represents 113,875,608 shares of the Issuer's Class A Common Stock and 80,204,573 shares of the Issuer's Class B Common Stock outstanding as of December 31, 2015.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 67,082,792

(ii) Shared power to vote or direct the vote: 11,109,799

Shares of Class B Common Stock held by Aneel Bhusri and subject to the Voting Agreement entered into by David A. Duffield and Aneel Bhusri on September 28, 2012 (the "Voting Agreement").

Under the Voting Agreement, each of David A. Duffield and Aneel Bhusri has granted a proxy holder the right to exercise all of the voting and consent rights of his and his permitted transferee's Class B Common Stock following his death or during his incapacity. Initially, David A. Duffield has designated Aneel Bhusri as designated proxy holder and Aneel Bhusri has designated David A. Duffield as his designated proxy holder. Each of David A. Duffield and Aneel Bhusri will have the right during his lifetime to remove his designated proxy holder and replace him with a new proxy holder. In the event that there is no proxy holder for the Class B Common Stock subject to the Voting Agreement, the voting and consent rights of such Class B Common Stock will be exercised by the board of directors of Workday, Inc. acting by majority vote. Upon the death or incapacity of each of David A. Duffield and Aneel Bhusri, his designated proxy holder will have an irrevocable proxy to vote or otherwise consent to any matters in respect of his Class B Common Stock.

The Voting Agreement will terminate upon the earliest to occur of the following: (i) the conversion of the Class A Common Stock and Class B Common Stock into a single class of common stock, or (ii) the time at which none of David A. Duffield, Aneel Bhusri or any of their respective permitted transferees beneficially owns any Class B Common Stock. The Voting Agreement may not be unilaterally terminated by David A. Duffield or Aneel Bhusri.

(iii) Sole power to dispose or to direct the disposition of: 67,082,972

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4(c).

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2016

DAVID A. DUFFIELD

By: /s/ David A. Duffield
David A. Duffield