

O'Brien Robert W Jr
 Form 4
 February 10, 2009

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 *
 O'Brien Robert W Jr

2. Issuer Name and Ticker or Trading Symbol
 LATTICE SEMICONDUCTOR CORP [LSCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 5555 N.E. MOORE CT.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/06/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Interim CFO

HILLSBORO, OR 97124

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(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. 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 | (A) or (D) | Price |
| Common Stock | 08/06/2008 | | M | | 138 | A | \$ 0 (1) |
| Common Stock | 08/06/2008 | | F(2) | | 57 | D | \$ 2.44 |
| Common Stock | 11/06/2008 | | M | | 137 | A | \$ 0 (1) |
| Common Stock | 11/06/2008 | | F(2) | | 48 | D | \$ 1.58 |
| Common Stock | 02/06/2009 | | M | | 138 | A | \$ 0 (1) |

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Common Stock 02/06/2009 F⁽²⁾ 57 D \$ 1.57 3,067 D

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

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(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. 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) | 8. Price or Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit (RSU) | \$ 0 ⁽³⁾ | 08/06/2008 | | M | 138 | <u>(4)</u> | <u>(4)</u> | Common Stock | 138 |
| Restricted Stock Unit (RSU) | \$ 0 ⁽³⁾ | 11/06/2008 | | M | 137 | <u>(4)</u> | <u>(4)</u> | Common Stock | 137 |
| Restricted Stock Unit (RSU) | \$ 0 ⁽³⁾ | 02/06/2009 | | M | 138 | <u>(4)</u> | <u>(4)</u> | Common Stock | 138 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Brien Robert W Jr 5555 N.E. MOORE CT. HILLSBORO, OR 97124 | | | Interim CFO | |

Signatures

/s/ Robert W. O'Brien Jr. 02/10/2009

__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) Restricted Stock Units - no purchase price for this transaction.

These shares were retained by the Issuer in order to meet the tax withholding obligations of the Reporting Person in connection with the

(2) vesting of an installment of the restricted stock units. The amount retained by the Issuer was not in excess of the amount of the tax liability.

(3) Restricted Stock Units - no exercise price for this transaction.

(4) 2,200 Restricted Stock Units (RSUs) were granted on 8/6/07 and vest, in whole shares as follows: 6.25% of the RSU grant shall vest on 11/6/07, and an additional 6.25% of the RSUs vest on each three months thereafter until 100% of the RSU grant is vested on 8/6/11.

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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