

CREE INC
Form 4
February 12, 2008

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 *
PALMOUR JOHN W

(Last) (First) (Middle)

C/O CREE, INC., 4600 SILICON DRIVE

(Street)

DURHAM, NC 27703

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CREE INC [CREE]

3. Date of Earliest Transaction (Month/Day/Year)
02/08/2008

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)

EXECUTIVE VICE PRESIDENT

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 02/08/2008 | | M | | 4,080 A \$ 3.8125 | 738,869 | D |
| COMMON STOCK | 02/08/2008 | | S ⁽¹⁾ | | 5,114 D \$ 32 | 733,755 | D |
| COMMON STOCK | 02/08/2008 | | S ⁽¹⁾ | | 513 D \$ 32.01 | 733,242 | D |
| COMMON STOCK | 02/08/2008 | | S ⁽¹⁾ | | 824 D \$ 32.02 | 732,418 | D |
| COMMON STOCK | 02/08/2008 | | S ⁽¹⁾ | | 435 D \$ 32.05 | 731,983 | D |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|-----------|---------|------------------|
| COMMON STOCK | 02/08/2008 | S ⁽¹⁾ | 47 | D | \$ 32.06 | 731,936 | D |
| COMMON STOCK | 02/08/2008 | S ⁽¹⁾ | 47 | D | \$ 32.065 | 731,889 | D |
| COMMON STOCK | 02/08/2008 | S ⁽¹⁾ | 591 | D | \$ 32.07 | 731,298 | D |
| COMMON STOCK | 02/08/2008 | S ⁽¹⁾ | 403 | D | \$ 32.08 | 730,895 | D |
| COMMON STOCK | 02/08/2008 | S ⁽¹⁾ | 186 | D | \$ 32.1 | 730,709 | D ⁽²⁾ |

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

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.

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|
| NONQUALIFIED STOCK OPTION (RIGHT TO BUY) | \$ 3.8125 | 02/08/2008 | | M | 4,080 | 07/01/1999 ⁽³⁾ 07/01/2008 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PALMOUR JOHN W C/O CREE, INC. 4600 SILICON DRIVE DURHAM, NC 27703 | X | | EXECUTIVE VICE PRESIDENT | |

Signatures

John W.
Palmour

02/12/2008

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Dr. Palmour on May 12, 2006 and modified on August 22, 2007.
- (2) Of the 730,709 shares reported, 690,709 are held by Dr. Palmour directly and 40,000 shares are held indirectly by Dr. Palmour's spouse.
- (3) The option vested and became exercisable as to 12,000 shares on July 1, 1999 and as to 60,000 shares on each of July 1, 2000 and July 1, 2001.

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.