

FONTAINE JAMES A

Form 4

February 05, 2009

FORM 4**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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FONTAINE JAMES A

(Last) (First) (Middle)

2201 TENTH STREET

(Street)

PLANO, TX 75074

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MICROTUNE INC [TUNE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2009

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)

CEO & 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 Ownership (Instr. 4)
Common Stock	02/03/2009		M ⁽¹⁾	8,071 A \$ 0	196,055	D	
Common Stock	02/03/2009		F ⁽²⁾	2,635 D \$ 1.91	193,420	D	

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

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SEC 1474
(9-02)

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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. 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	(3)	02/03/2009		M		8,071		(4)	(4)	Common Stock	8,071
Restricted Stock Units	(6)	02/03/2009		J(6)		26,929		(6)	(6)	Common Stock	26,929

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FONTAINE JAMES A 2201 TENTH STREET PLANO, TX 75074	X CEO & President

Signatures

/s/ James A. Fontaine 02/05/2009

**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) Common stock of Microtune, Inc. (the "Company") awarded upon achievement of performance criteria pursuant to the Company's 2008 Incentive Compensation Program. On February 3, 2009, after reviewing the Company's performance during fiscal 2008 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that 8,071 of 35,000 restricted stock unit awards issued pursuant to the Company's 2008 Incentive Compensation Program vested on February 3, 2009, with the remaining amount being forfeited. See the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") on February 12, 2008 for a description of the 2008 Incentive Compensation Program.
- (2) Represents a reduction of shares issued to the reporting person to discharge withholding tax obligations in connection with the vesting of performance based restricted stock units on February 3, 2009.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (4) After reviewing the Company's performance during fiscal 2008 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that 8,071 of 35,000 restricted stock unit awards issued pursuant to the Company's 2008

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Incentive Compensation Program vested on February 3, 2009, with the remaining amount being forfeited. Each restricted stock unit converted into one share of the Company's common stock.

- (5) As of February 5, 2009, the reporting person holds 160,000 restricted stock units, including 80,000 that were granted under the Amended and Restated Microtune, Inc. 2000 Stock Plan on May 10, 2007 and which vest over time and 80,000 that were granted under the Amended and Restated Microtune, Inc. 2000 Stock Plan on May 12, 2008 and which vest over time.

- (6) The reporting person reports that 26,929 unvested restricted stock units were forfeited back to the Company on February 3, 2009. Each restricted stock unit represented a contingent right to receive one share of the Company's common stock. After reviewing the Company's performance during fiscal 2008 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that 26,929 restricted stock unit awards would not vest under the Company's 2008 Incentive Compensation Program, and therefore these restricted stock units were thereby forfeited.

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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