

PETERSON PHILLIP D
 Form 4
 February 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
PETERSON PHILLIP D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2201 TENTH STREET
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 General Counsel

PLANO, TX 75074
 (City) (State) (Zip)

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

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 (D) Price | | | |
| Common Stock | 02/03/2009 | | M ⁽¹⁾ | 3,689 A \$ 0 | 59,276 | D | |
| Common Stock | 02/03/2009 | | F ⁽²⁾ | 1,204 D \$ 1.91 | 58,072 | 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)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 02/03/2009 | | M | 3,689 | (4) (4) | Common Stock | 3,689 |
| Restricted Stock Units | (6) | 02/03/2009 | | J(6) | 12,311 | (6) (6) | Common Stock | 12,311 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PETERSON PHILLIP D 2201 TENTH STREET PLANO, TX 75074 | | | General Counsel | |

Signatures

/s/ Phillip D. Peterson 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 3,689 of 16,000 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 3,689 of 16,000 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 32,000 restricted stock units, including 16,000 that were granted under the Amended and Restated Microtune, Inc. 2000 Stock Plan on May 10, 2007 and which vest over time and 16,000 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 12,311 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 12,311 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. 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.