

KIRK ROBERT S  
Form 4  
February 05, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
**KIRK ROBERT S**

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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Vice President Worldwide Sales

**2201 TENTH STREET**

(Street)

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

**PLANO, TX 75074**

(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	02/03/2009		M <sup>(1)</sup>	3,689 A \$ 0	42,828	D	
Common Stock	02/03/2009		F <sup>(2)</sup>	1,204 D \$ 1.91	41,624	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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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 56,000 restricted stock units, including 28,000 that were granted under the Amended and Restated Microtune, Inc. 2000 Stock Plan on May 10, 2007 and which vest over time and 28,000 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.