

PRABHU KRISH A
Form 4
May 15, 2012

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 *
PRABHU KRISH A

(Last) (First) (Middle)
101 INNOVATION DRIVE
(Street)
SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALTERA CORP [ALTR]

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2012

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)

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	05/13/2012		M	1,666	A \$ 0	6,667	D	
Common Stock	05/13/2012		M	1,667	A \$ 0	8,334	D	
Common Stock	05/13/2012		M	1,037	A \$ 0	9,371	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. Amount or Number of Shares
Restricted Stock Unit (RSU)	<u>(1)</u>	05/13/2012		M	1,666	05/13/2012 <u>(2)</u>	Common Stock	1,666
Restricted Stock Unit (RSU)	<u>(1)</u>	05/13/2012		M	1,667	05/13/2012 <u>(3)</u>	Common Stock	1,667
Restricted Stock Unit (RSU)	<u>(1)</u>	05/13/2012		M	1,037	05/13/2012 <u>(4)</u>	Common Stock	1,037

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRABHU KRISH A 101 INNOVATION DRIVE SAN JOSE, CA 95134		X		

Signatures

KRISH
PRABHU
05/15/2012

**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) Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Altera common stock at no cost.
- (2) On May 12, 2009, the reporting person received a grant of RSUs that vest over a three-year period beginning on May 13, 2010. One third of the RSUs vested on May 13, 2012 and shares were delivered to the reporting person on May 14, 2012.
- (3) On May 6, 2010, the reporting person received a grant of RSUs that vest over a three-year period beginning on May 13, 2011. One third of the RSUs vested on May 13, 2012 and shares were delivered to the reporting person on May 14, 2012.

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- (4) On May 10, 2011, the reporting person received a grant of RSUs that vest over a three-year period beginning on May 13, 2012. One third of the RSUs vested on May 13, 2012 and shares were delivered to the reporting person on May 14, 2012.

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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