

CLARDY JAMES H  
Form 4  
December 02, 2010

**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 \*  
CLARDY JAMES H

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)  
11/30/2010

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

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  | (A) or (D)   | Price                             |
| Common Stock                    | 11/30/2010                           |  | D                              |   | 82,800<br>(2)   | D  | \$ 2.92<br>(1)                    |

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)**

## Edgar Filing: CLARDY JAMES H - Form 4

| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (3)  | 11/30/2010                           |  | D                              | 14,000  | (7)  | (7)   | Common Stock | 14,000                     |
| Stock Options (right to buy)               | (7)  | 11/30/2010                           |  | D                              | 140,938   | (5)  | (7)   | Common Stock | 140,938                    |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CLARDY JAMES H<br>2201 TENTH STREET<br>PLANO, TX 75074 | X             |           |         |       |

## Signatures

/s/ Phillip D. Peterson, by power of attorney 12/02/2010

\_\_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) Disposed of pursuant to the Agreement and Plan of Merger between Issuer, Zoran Corporation ("Zoran") and Maple Acquisition Corp. dated September 7, 2010 (the "Merger Agreement"), in exchange for \$2.92 per share in cash.
- (2) Includes 25,000 shares of common stock held by trusts for the benefit of Mr. Clardy's children.
- (3) Each restricted stock unit represents a contingent right to receive one share of Microtune common stock.
- (4) Pursuant to the Merger Agreement, the restricted stock units were cancelled in exchange for \$2.92 per share in cash (\$40,880.00).
- (5) Pursuant to the Merger Agreement, the options vested in full immediately prior to the effectiveness of the merger.
- (6) Pursuant to the Merger Agreement, the options were cancelled upon the effectiveness of the merger in exchange for a cash payment of \$3,000.00, which represents the excess of \$2.92 over the per share exercise price of the option.
- (7) Please see the Issuer's latest proxy statement.

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.