

ALTERA CORP
Form 4
May 03, 2006

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITZHENRY JOHN

(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)
05/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2006		M ⁽¹⁾	24,997 A	\$ 13.0157	26,318	D
Common Stock	05/01/2006		S	24,997 D	\$ 21.41	1,321	D
Common Stock	05/01/2006		M ⁽¹⁾	3,556 A	\$ 13.0157	4,877	D
Common Stock	05/01/2006		S	3,556 D	\$ 21.42	1,321	D
Common Stock	05/01/2006		M ⁽¹⁾	7,281 A	\$ 13.0157	8,602	D

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Common Stock	05/01/2006	S	7,281	D	\$ 21.43	1,321	D
Common Stock	05/01/2006	M ⁽¹⁾	14,166	A	\$ 13.0157	15,487	D
Common Stock	05/01/2006	S	14,166	D	\$ 21.44	1,321	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M ⁽¹⁾	24,997	01/01/2003 12/16/2008	Common Stock 24
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M	3,556	01/01/2002 12/16/2008	Common Stock 3
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M ⁽¹⁾	7,281	01/01/2003 12/16/2008	Common Stock 7
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M ⁽¹⁾	14,166	01/01/2003 12/16/2008	Common Stock 14

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FITZHENRY JOHN 101 INNOVATION DRIVE	VP, Human Resources

SAN JOSE, CA 95134

Signatures

/s/ John R.

05/03/2006

Fitzhenry

__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) Exercise of non-qualified stock option granted 12/16/1998.

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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