SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287										
Estimated average burden										
hours per response: 0										

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1	1. Name and Address of Reporting Person [*] HOPKIN VINCE CRAIG			ssuer Name and Tic <u>N SEMICONI</u>		Symbol CORP [ON]	(Check	tionship of Reportir all applicable) Director	10% C	Dwner
(Last) 5005 EAST M	(First) ICDOWELL	(Middle)		Date of Earliest Trans /15/2022	saction (Mont	ı/Day/Year)	X	Officer (give title below) EVP & (GM, ASG	(specify)
(Street) PHOENIX (City)	AZ (State)	85008 (Zip)	4. If	f Amendment, Date	of Original File	d (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Grou Form filed by On Form filed by Mo Person	e Reporting Per	son
		Table I - Nor	n-Derivative	Securities Acc	quired, Dis	posed of, or Benef	icially	Owned		
1. Title of Security (Instr. 3) 2. Transaction				2A. Deemed	3.	4. Securities Acquired (A) or 5. Amount of 6. Owner				7. Nature

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Disposed Of ((D) (Instr.	3, 4 and 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
				v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common	02/15/2022		A		95,088 ⁽¹⁾	A	\$0.0000	217,177	D	
Common	02/15/2022		A		23,176 ⁽²⁾	A	\$0.0000	240,353	D	
Common	02/15/2022		A		792 ⁽³⁾	A	\$0.0000	241,145	D	
Common	02/15/2022		F		354 ⁽⁴⁾	D	\$62.24	240,791	D	
Common	02/15/2022		F		10,303(5)	D	\$62.24	230,488	D	
Common	02/15/2022		F		42,269(6)	D	\$62.24	188,219	D	

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Deriv	unt of rities rlying ative rity (Instr.	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents performance-based restricted stock units, granted under the Issuer's Amended and Restated Stock Incentive Plan on March 2, 2020, for which the Reporting Person has satisfied the

applicable performance conditions. The award was for no consideration other than service as an officer of the Issuer.

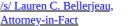
2. Represents performance-based restricted stock units, granted under the Issuer's Amended and Restated Stock Incentive Plan on February 12, 2021, for which the Reporting Person has satisfied the applicable performance conditions. The award was for no consideration other than service as an officer of the Issuer.

3. Represents performance-based restricted stock units, granted under the Issuer's Amended and Restated Stock Incentive Plan on July 1, 2021, for which the Reporting Person has satisfied the applicable performance conditions. The award was for no consideration other than service as an officer of the Issuer.

4. This transaction represents shares withheld by the Issuer in connection with the vesting of certain performance-based restricted stock units granted to the Reporting Person on July 1, 2021 pursuant to the Issuer's Amended and Restated Stock Incentive Plan and the related award agreement. These shares were withheld to satisfy the Reporting Person's tax withholding obligations. The Issuer will pay these taxes on behalf of the Reporting Person.

5. This transaction represents shares withheld by the Issuer in connection with the vesting of certain performance-based restricted stock units granted to the Reporting Person on February 12, 2021 pursuant to the Issuer's Amended and Restated Stock Incentive Plan and the related award agreement. These shares were withheld to satisfy the Reporting Person's tax withholding obligations. The Issuer will pay these taxes on behalf of the Reporting Person.

6. This transaction represents shares withheld by the Issuer in connection with the vesting of certain performance-based restricted stock units granted to the Reporting Person on March 2, 2020 pursuant to the Issuer's Amended and Restated Stock Incentive Plan and the related award agreement. These shares were withheld to satisfy the Reporting Person's tax withholding obligations. The Issuer will pay these taxes on behalf of the Reporting Person.



<u>02/17/2022</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.