MICROTUNE INC

Form 4

February 12, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * KUPP JEFFREY A			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	(Choth an approach)			
2201 TENTH STREET			(Month/Day/Year) 02/08/2008	Director 10% Owner _X_ Officer (give title Other (specify below) Chief Financial Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PLANO, TX 75074			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (2	Zip) Table	I - Non-Do	erivative S	ecuritie	es Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/08/2008		M <u>(1)</u>	30,160	A	\$0	30,160	D	
Common Stock	02/08/2008		F(2)	8,918	D	\$ 5.4	21,242	D	

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

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	iorDerivative Securities		rivative Expiration Date curities (Month/Day/Year) quired (A) Disposed of) str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>	02/08/2008		M		30,160	<u>(4)</u>	<u>(4)</u>	Common Stock	30,160	9

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KUPP JEFFREY A 2201 TENTH STREET PLANO, TX 75074

Chief Financial Officer

Signatures

**Signature of Date
Reporting Person

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).

Common stock of Microtune, Inc. (the "Company") awarded upon achievement of performance criteria pursuant to the Company's 2007

- Incentive Compensation Program. On February 8, 2008, after reviewing the Company's performance during fiscal 2007 and based on the Compensation Committee's recommendation, the Company's Board of Directors determined that all restricted stock unit awards would vest under the 2007 Incentive Compensation Program. See the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") on March 5, 2007 for a description of the 2007 Incentive Compensation Program.
- (2) Represents a reduction of shares issued to the reporting person to discharge withholding tax obligations in connection with the vesting of performance based restricted stock units on February 8, 2008.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- After reviewing the Company's performance during fiscal 2007 and based on the Compensation Committee's recommendation, the

 (4) Company's Board of Directors determined that all restricted stock unit awards issued pursuant to the Company's 2007 Incentive

 Compensation Program vested on February 8, 2008. Each restricted stock unit converted into one share of the Company's common stock.
- As of February 12, 2008, the reporting person holds 54,000 restricted stock units, including 30,000 that were granted under the Amended (5) and Restated Microtune, Inc. 2000 Stock Plan on May 10, 2007 and which vest over time and 24,000 restricted stock units that were granted under Microtune's 2008 Incentive Compensation Program effective on February 12, 2008.

Reporting Owners 2

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