### Edgar Filing: FREESCALE SEMICONDUCTOR INC - Form 4

#### FREESCALE SEMICONDUCTOR INC

Form 4 April 26, 2006

# 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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Perkins David Issuer Symbol FREESCALE SEMICONDUCTOR (Check all applicable) INC [FSL] (Last) (First) (Middle) 3. Date of Earliest Transaction Director

10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) 04/24/2006 Senior VP & GM

C/O FREESCALE SEMICONDUCTOR, INC., 6501 WILLIAM CANNON DRIVE **WEST** 

(Zip)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**AUSTIN, TX 78735** (City) (State)

Common Stock

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	Tube 1 Troit Detritutive Securities Required, Disposed of, or Beneficially 6 whea								
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Freescale			Code V	Amount	(A) or (D)	Price		(Instr. 4)	
Semiconductor, Inc. Class A Common Stock	04/24/2006		A	20,476	A	\$ 0	100,024	D	
Freescale Semiconductor, Inc. Class A	04/24/2006		A	10,810	A	\$0	110,834	D	

(1)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if		5. Number of orDerivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Nonqualifie Stock Option (Right to Buy)		04/24/2006		A	42,762	(2)	04/24/2013	Class A Common Stock	42,76

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Perkins David

C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DRIVE WEST AUSTIN, TX 78735

Senior VP & GM

### **Signatures**

/s/ David Perkins by Mark Mouritsen under Power of Attorney 04/26/2006

\*\*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).

Reflects the award of restricted stock units that settle in Issuer's Class A Common Stock under the Freecale Semiconductor, Inc. 2005

Omnibus Incentive Plan (the "2005 Plan"). Under the terms of the 2005 Plan, the restricted stock units vest at the rate of 25% per year on each anniversary of the grant date so that the units are fully vested on the fourth anniversary of the grant date. Reporting Person must be an employee of Issuer on each vesting date.

Reporting Owners 2

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Only vested options can be exercised. The option vests at the rate of 25% per year on each anniversary of the grant date so that the option is fully vested on the fourth anniversary of the grant date.

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.