

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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. Name and Address of Reporting Person* <u>Bokan Michael W</u>			2. Issuer Name and Ticker or Trading Symbol <u>MICRON TECHNOLOGY INC [MU]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>SVP, Worldwide Sales</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2022</u>			
(Street) <u>BOISE ID 83716</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(City) (State) (Zip)					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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/13/2022		A		45,024 ⁽¹⁾	A	\$0.00	164,150	D	
Common Stock	10/13/2022		M		18,124 ⁽²⁾	A	\$0.00	182,274	D	
Common Stock	10/13/2022		F		7,794 ⁽³⁾	D	\$52.75	174,480	D	
Common Stock	10/13/2022		M		480 ⁽²⁾	A	\$0.00	174,960	D	
Common Stock	10/13/2022		F		207 ⁽³⁾	D	\$52.75	174,753	D	
Common Stock	10/13/2022		M		16,846 ⁽⁴⁾	A	\$0.00	191,599	D	
Common Stock	10/13/2022		F		8,036 ⁽³⁾	D	\$52.75	183,563	D	
Common Stock	10/13/2022		M		6,548 ⁽⁵⁾	A	\$0.00	190,111	D	
Common Stock	10/13/2022		F		3,124 ⁽³⁾	D	\$52.75	186,987	D	
Common Stock	10/13/2022		F		3,868 ⁽³⁾	D	\$52.75	183,119	D	
Common Stock	10/16/2022		F		3,254 ⁽³⁾	D	\$52.72	179,865	D	
Common Stock	10/16/2022		F		5,094 ⁽³⁾	D	\$52.72	174,771	D	
Common Stock								17,201	I	Trust ⁽⁶⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Performance Restricted Stock Units	\$0.00	10/13/2022		M			5,179	(7)	(7)	Common Stock	18,124 ⁽²⁾	\$0.00	0.00	D	
Performance Restricted Stock Units	\$0.00	10/13/2022		M			4,124	(8)	(8)	Common Stock	480 ⁽²⁾	\$0.00	0.00	D	
Performance Restricted Stock Units	\$0.00	10/13/2022		M			8,423	(9)	(9)	Common Stock	16,846 ⁽⁴⁾	\$0.00	8,423	D	
Performance Restricted Stock Units	\$0.00	10/13/2022		M			7,117	(10)	(10)	Common Stock	6,548 ⁽⁵⁾	\$0.00	7,118	D	
Performance Restricted Stock Units	\$0.00	10/13/2022		A		17,753		(11)	(11)	Common Stock	17,753 ⁽¹¹⁾	\$0.00	17,753	D	
Performance Restricted Stock Units	\$0.00	10/13/2022		A		11,256		(12)	(12)	Common Stock	11,256 ⁽¹²⁾	\$0.00	11,256	D	
Performance Restricted Stock Units	\$0.00	10/13/2022		A		11,256		(13)	(13)	Common Stock	11,256 ⁽¹³⁾	\$0.00	11,256	D	

Explanation of Responses:

1. Restricted Stock Award vests 33 1/3% on October 15, 2023, and 1/12 of the total restricted stock award vests quarterly thereafter.
2. The Compensation Committee certified achievement of the pre-established performance goals at a level resulting in a vest of 100% of the total target shares under the performance-based restricted stock units previously awarded on October 16, 2019. As reported at grant, the performance-based restricted stock unit could result in a payout that varies based on actual achievement of the goals, subject to a 200% aggregate limit on the payout of target shares.
3. Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of previously granted awards.

4. The Compensation Committee certified achievement of pre-established performance goals related to NAND delivery and solutions at a level resulting in a vest of 100% of the total target shares under the performance-based restricted stock units previously awarded on October 16, 2020. As reported at grant, the performance-based restricted stock unit could result in a payout that varies based on actual achievement of the goals, subject to a 200% aggregate limit on the payout of target shares.
5. The Compensation Committee certified achievement of pre-established performance goals related to relative total shareholder return at a level resulting in a vest of 46% of the total target shares under the performance-based restricted stock units previously awarded on October 16, 2020. As reported at grant, the performance-based restricted stock unit could result in a payout that varies based on actual achievement of the goals, subject to a 200% aggregate limit on the payout of target shares.
6. Shares held in a Trust for the benefit of the reporting person and his family, with the reporting person as a co-trustee with his spouse.
7. Each performance-based restricted stock unit represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals related to NAND delivery and solutions over a 3-year performance period beginning August 30, 2019 and ending September 1, 2022 (subject to a 200% aggregate limit on the total target shares that may be received under the performance-based restricted stock units awarded on October 16, 2019), and certification of such performance by the Compensation Committee.
8. Each performance-based restricted stock unit represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals related to relative total shareholder return over a 3-year performance period beginning August 30, 2019 and ending September 1, 2022 (subject to a 200% aggregate limit on the total target shares that may be received under the performance-based restricted stock units awarded on October 16, 2019), and certification of such performance by the Compensation Committee.
9. Each performance-based restricted stock unit represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals related to NAND delivery and solutions over a 3-year performance period beginning September 4, 2020 and ending August 31, 2023 (subject to a 200% aggregate limit on the total target shares that may be received under the performance-based restricted stock units awarded on October 16, 2020), and certification of such performance by the Compensation Committee.
10. Each performance-based restricted stock unit represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals related to relative total shareholder return over a 3-year performance period beginning September 4, 2020 and ending August 31, 2023 (subject to a 200% aggregate limit on the total target shares that may be received under the performance-based restricted stock units awarded on October 16, 2020), and certification of such performance by the Compensation Committee.
11. Each performance-based restricted stock unit represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals related to relative total shareholder return over a 3-year period beginning September 2, 2022 and ending August 28, 2025 (subject to a 200% aggregate limit on the total target shares that may be received under the performance-based restricted stock units awarded on October 13, 2022), and certification of such performance by the Compensation Committee.
12. Each performance-based restricted stock unit represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals related to NAND delivery and solutions over a 3-year period beginning September 2, 2022 and ending August 28, 2025 (subject to a 200% aggregate limit on the total target shares that may be received under the performance-based restricted stock units awarded on October 13, 2022), and certification of such performance by the Compensation Committee.
13. Each performance-based restricted stock unit represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals related to DRAM revenue over a 3-year period beginning September 2, 2022 and ending August 28, 2025 (subject to a 200% aggregate limit on the total target shares that may be received under the performance-based restricted stock units awarded on October 13, 2022), and certification of such performance by the Compensation Committee.

Remarks:

Rob Beard, Attorney-in-fact

10/17/2022

** Signature of Reporting Person

Date

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

* 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.

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