

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

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

OMB APPROVAL

OMB Number: 3235-0287
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1. Name and Address of Reporting Person* <u>Poppen Joel L</u> (Last) (First) (Middle) <u>8000 S. FEDERAL WAY</u> <u>MS 1-557</u> (Street) <u>BOISE</u> <u>ID</u> <u>83716</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICRON TECHNOLOGY INC [MU]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/16/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) ☒ Other (specify below) <u>SVP, Legal Affairs, General / Counsel & Corporate Secretary</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	10/16/2019		F		1,847 ⁽¹⁾	D	\$46.46	244,204	D	
Common Stock	10/16/2019		A		19,372 ⁽²⁾	A	\$0	263,576	D	
Common Stock	10/16/2019		M		45,410 ⁽⁶⁾	A	\$0	308,986	D	
Common Stock	10/16/2019		F		20,118 ⁽⁷⁾	D	\$46.46	288,868	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. 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 Unit	\$0	10/16/2019		A		7,713		(3)	(3)	Common Stock	7,713 ⁽³⁾	\$0	7,713	D	
Performance Restricted Stock Unit	\$0	10/16/2019		A		9,686		(4)	(4)	Common Stock	9,686 ⁽⁴⁾	\$0	9,686	D	
Performance Restricted Stock Unit	\$0	10/16/2019		M			22,705	(5)	(5)	Common Stock	45,410 ⁽⁶⁾	\$0	0	D	

Explanation of Responses:

1. Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of restricted stock awarded under the Issuer's 2004 Equity Incentive Plan.

2. Restricted Stock Awards vest in 33 1/3% increments annually on beginning on the anniversary of the grant.

3. Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of common stock based upon the achievement of pre-established performance metrics related to relative total shareholder return over a 3-year period beginning August 30, 2019 and ending on September 1, 2022, and certification of such performance by the Compensation Committee following the conclusion of the performance period.

4. Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of common stock based upon the achievement of pre-established performance metrics related to NAND delivery and solutions over a 3-year period beginning August 30, 2019 and ending on September 1, 2022, and certification of such performance by the Compensation Committee following the conclusion of the performance period.

5. Each performance-based restricted stock unit represents the right to receive, following vesting, between 0% and 200% of one share of common stock based upon the achievement of pre-established performance metrics related to relative TSR and ROA over a 3-year performance period beginning September 2, 2016 and ending on August 29, 2019, and certification of such performance by the Compensation Committee following the conclusion of the performance period.

6. The Compensation Committee certified achievement of the pre-established performance goals at a level resulting in a vest of 200% of target shares. As reported at grant, the performance-based restricted stock unit could result in a payout of 0% to 200% based on actual achievement of the goals.

7. Withholding of shares of common stock to satisfy tax withholding obligations in connection with the vesting of performance restricted stock units awarded under the Issuer's 2004 Equity Incentive Plan.

Remarks:

Rachel Southorn, Attorney-in-
fact 10/18/2019

** 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.

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.