

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported):  
**June 9, 2006**

**Micron Technology, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**1-10658**  
(Commission  
File Number)

**75-1618004**  
(IRS Employer  
Identification No.)

**8000 South Federal Way**  
**Boise, Idaho 83716-9632**  
(Address of Principal Executive Offices)

**(208) 368-4000**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01      OTHER EVENTS.**

On June 9, 2006, Micron Technology, Inc. ("Micron") and Lexar Media, Inc. ("Lexar") issued a joint press release announcing that the Securities and Exchange Commission has declared effective Micron's registration statement on Form S-4 (File No. 333-134799), as amended, covering additional Micron stock to be issued to Lexar's stockholders as consideration upon completion of the proposed merger between Lexar and March 2006 Merger Corp., a wholly owned subsidiary of Micron, arising from an increase in the exchange ratio that each share of Lexar common stock would receive in the merger. A copy of the press release is filed as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01      FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

The following exhibit is furnished with this report on Form 8-K:

99.1                      Press Release, dated as of June 9, 2006

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: June 12, 2006

By: /s/ W.G. STOVER, JR.

Name: W.G. Stover, Jr.

Title: Vice President of Finance and Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated June 9, 2006

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**Contacts:**

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**FOR IMMEDIATE RELEASE**

**MICRON TECHNOLOGY, INC. AND LEXAR MEDIA, INC.  
AMENDED MERGER REGISTRATION STATEMENT DECLARED EFFECTIVE**

**Special Meeting Of Lexar Stockholders To Vote On Merger As Scheduled For June 16, 2006**

**BOISE, Idaho and FREMONT, Calif., June 8, 2006**—Micron Technology, Inc. (NYSE: MU) and Lexar Media, Inc. (Nasdaq: LEXR) today announced that the Securities and Exchange Commission (SEC) has declared effective the Registration Statement on Form S-4, as amended, relating to the proposed merger between Micron and Lexar.

As previously announced, on June 5, 2006, the boards of directors of each of Micron and Lexar unanimously approved, and Micron and Lexar executed, an amendment to their merger agreement on June 4, 2006 providing for an increase in the exchange ratio that each outstanding share of Lexar common stock would receive in the merger to 0.5925 shares of Micron common stock from 0.5625 shares of Micron common stock. Also as previously announced, the special meeting of Lexar's stockholders called to approve the merger has been adjourned to June 16, 2006 at 2:00 p.m., local time, at Lexar's corporate headquarters at 47300 Bayside Parkway, Fremont, California.

Lexar stockholders of record as of the close of business on April 28, 2006 remain entitled to vote at the reconvened special meeting of Lexar stockholders and will be mailed supplementary materials describing the increase in the exchange ratio and the reconvened special meeting as soon as practicable. A copy of the proxy statement/prospectus and the supplementary materials is also available on the SEC's website: [www.sec.gov](http://www.sec.gov) and Lexar's website: [www.lexar.com](http://www.lexar.com). Lexar noted that stockholders that have previously voted may change their vote, but need not vote again. Subject to stockholder approval, the transaction is expected to close as soon as practicable after the reconvened special meeting.

As previously announced, on April 25, 2006, the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, in connection with Micron's proposed acquisition of Lexar, expired. The merger remains subject to other customary closing conditions, including approval by Lexar stockholders.

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**Lexar stockholders are reminded that their vote is important. A failure to vote has the same effect as a vote against the adoption of the merger agreement, as amended. Any stockholder who has not yet voted is urged to vote FOR the adoption of the merger agreement, as amended.**

Stockholders may vote their shares by telephone or by the Internet, and are advised that if they have any questions or need any assistance in the last-minute voting of their shares, they should contact Lexar's proxy solicitor, Innisfree M&A Incorporated, toll-free at 877-456-3427.

Lexar stockholders are encouraged to read the definitive proxy statement/prospectus and the supplementary materials related to the proposed merger with Micron, and any update or amendment thereto, in its entirety as it provides, among other things, a detailed discussion of the process that led to the proposed merger and any amendment to the terms thereof and the reasons behind Lexar's Board of Directors' unanimous recommendation that Lexar stockholders vote FOR the adoption of the merger agreement, as amended.

**About Micron Technology, Inc.**

Micron Technology, Inc. is one of the world's leading providers of advanced semiconductor solutions. Through its worldwide operations, Micron manufactures and markets DRAMs, NAND flash memory, CMOS image sensors, other semiconductor components, and memory modules for use in leading-edge computing, consumer, networking, and mobile products. Micron's common stock is traded on the New York Stock Exchange (NYSE) under the MU symbol. To learn more about Micron Technology, Inc., visit [www.micron.com](http://www.micron.com).

**About Lexar Media, Inc**

Lexar is a leading marketer and manufacturer of NAND flash memory products including memory cards, USB flash drives, card readers and ATA controller technology for the digital photography, consumer electronics, industrial and communications markets. Lexar holds over 98 issued or allowed controller and system patents, and licenses its technology to companies including Olympus Corporation, Samsung Electronics Co., Ltd., SanDisk Corporation and Sony Corporation. Lexar sells its memory cards worldwide and through an exclusive agreement, also sells memory cards under the Kodak® brand. Headquartered in Fremont, California, Lexar has operations in countries around the world. More information is available at [www.lexar.com](http://www.lexar.com).

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Lexar and the Lexar logo are trademarks of Lexar Media, Inc. All other trademarks are the property of their respective owners.

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements that involve risks and uncertainties concerning Micron’s proposed acquisition of Lexar Media, Inc., including the timing of the special meeting of Lexar stockholders and the closing of the merger. Actual events or results may differ materially from those described in this press release due to a number of risks and uncertainties. The potential risks and uncertainties include, among others, the possibility that the transaction will not close or that the closing may be delayed. In addition, please refer to the documents that Micron and Lexar file with the Securities and Exchange Commission on Forms S-4, 10-K, 10-Q and 8-K. The filings by each of Micron and Lexar identify and address other important factors that could cause actual results to differ materially from those contained in the forward-looking statements set forth in this press release. Micron and Lexar are under no

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duty to update any of the forward-looking statements after the date of this press release to conform to actual results.

### **Additional Information About the Merger and Where to Find It**

Micron has filed registration statements on Form S-4 (Registration Nos. 333-132757 and 333-134799), each as amended, containing a definitive proxy statement/prospectus, a supplement thereto and other relevant materials in connection with the proposed acquisition of Lexar by Micron. On May 4, 2006, the definitive proxy statement/prospectus was mailed to Lexar stockholders of record as of the close of business on April 28, 2006. On or about June 9, 2006 supplementary materials describing the increase in the exchange ratio and the reconvened special meeting will be mailed to Lexar stockholders of record as of the close of business on April 28, 2006. Investors and security holders of Lexar are urged to read the definitive proxy statement/prospectus as updated and the other relevant materials because they contain important information about Micron, Lexar and the proposed merger. The definitive proxy statement/ prospectus and other relevant materials, and any other documents filed by Micron or Lexar with the SEC, may be obtained free of charge at the SEC’s web site at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Micron by contacting Micron Investor Relations, Kipp Bedard, (208) 368-4465. Investors and security holders may obtain free copies of the documents filed with the SEC by Lexar by contacting Lexar Chief Financial Officer, Michael Scarpelli, (510) 580-8730. Investors and security holders of Lexar are urged to read the definitive proxy statement/prospectus and the other relevant materials before making any voting or investment decision with respect to the proposed merger.

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