

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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>MEHROTRA SANJAY</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>8000 S. FEDERAL WAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	ID	83716						
(City)	(State)	(Zip)						

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/13/2024		A		83,015 ⁽¹⁾	A	\$0.00	810,960	D	
Common Stock	10/13/2024		F		20,133 ⁽²⁾	D	\$106.92	790,827	D	
Common Stock	10/13/2024		F		29,751 ⁽²⁾	D	\$106.92	761,076	D	
Common Stock	10/13/2024		M		109,848 ⁽³⁾	A	\$0.00	870,924	D	
Common Stock	10/13/2024		F		55,501 ⁽²⁾	D	\$106.92	815,423	D	
Common Stock	10/13/2024		M		109,848 ⁽³⁾	A	\$0.00	925,271	D	
Common Stock	10/13/2024		F		55,501 ⁽²⁾	D	\$106.92	869,770	D	
Common Stock	10/13/2024		M		45,477 ⁽⁴⁾	A	\$0.00	915,247	D	
Common Stock	10/13/2024		F		22,240 ⁽²⁾	D	\$106.92	893,007	D	
Common Stock	10/13/2024		M		56,280 ⁽⁵⁾	A	\$0.00	949,287	D	
Common Stock	10/13/2024		F		29,846 ⁽²⁾	D	\$106.92	919,441	D	
Common Stock	10/13/2024		M		16,040 ⁽⁶⁾	A	\$0.00	935,481	D	
Common Stock	10/13/2024		F		8,507 ⁽²⁾	D	\$106.92	926,974	D	
Common Stock	10/13/2024		M		47,933 ⁽⁷⁾	A	\$0.00	974,907	D	
Common Stock	10/13/2024		F		25,419 ⁽²⁾	D	\$106.92	949,488	D	
Common Stock	10/15/2024		F		9,508 ⁽²⁾	D	\$108.34	939,980	D	
Common Stock								338,694	I	GRAT ⁽⁸⁾

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	10/13/2024		M			22,104	(9)	(9)	Common Stock	109,848 ⁽³⁾	\$0.00	0.00	D	
Performance Restricted Stock Units	\$0.00	10/13/2024		M			22,014	(9)	(9)	Common Stock	109,848 ⁽³⁾	\$0.00	0.00	D	
Performance Restricted Stock Units	\$0.00	10/13/2024		M			36,973	(9)	(9)	Common Stock	45,477 ⁽⁴⁾	\$0.00	0.00	D	
Performance Restricted Stock Units	\$0.00	10/13/2024		M			28,140	(10)	(10)	Common Stock	56,280 ⁽⁵⁾	\$0.00	28,140	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 Units	\$0.00	10/13/2024		M			28,140	(10)	(10)	Common Stock	16,040 ⁽⁶⁾	\$0.00	28,140	D	
Performance Restricted Stock Units	\$0.00	10/13/2024		M			44,382	(10)	(10)	Common Stock	47,933 ⁽⁷⁾	\$0.00	44,383	D	

Explanation of Responses:

1. Restricted Stock Awards vest in three equal annual installments beginning on the first anniversary of the grant date.
2. Withholding of common stock shares to satisfy tax withholding obligations in connection with the vesting of previously granted awards.
3. The Compensation Committee certified achievement of pre-established performance goals related to High Value and Data Center NAND delivery and solutions each at 266% of target under the performance-based restricted stock units ("PRSU") with a 3-year performance period previously awarded on October 13, 2021. As reported at grant, the PRSUs could result in a payout (if earned) that varies (starting at 0%) based on actual achievement of the goals, subject to a 200% aggregate limit on the total target shares that may be received under the PRSUs awarded on October 13, 2021. 100% of any shares earned as a result of the achievement of the performance goals measured at the end of year 3 of the performance period as well as certain unvested shares earned as a result of the achievement of performance goals measured at the end of year 2 of the performance period which remained subject to vesting vested upon certification of the achievement of performance goals in year 3 of the performance period.
4. The Compensation Committee certified achievement of pre-established performance goals related to relative total shareholder return at a level of 108% of target under the performance-based restricted stock units ("PRSU") with a 3-year performance period previously awarded on October 13, 2021. As reported at grant, the PRSUs could result in a payout (if earned) that varies (starting at 0%) based on actual achievement of the goals, subject to a 200% aggregate limit on the total target shares that may be received under the PRSUs awarded on October 13, 2021. 100% of any shares earned as a result of the achievement of the performance goals measured at the end of year 3 of the performance period as well as certain unvested shares earned as a result of the achievement of performance goals measured at the end of year 2 of the performance period which remained subject to vesting vested upon certification of the achievement of performance goals at the end of year 3 of the performance period.
5. The Compensation Committee certified achievement of pre-established performance goals related to Data Center NAND delivery and solutions at a level of 200% of target under the performance-based restricted stock units ("PRSU") with a 3-year performance period previously awarded on October 13, 2022. As reported at grant, the PRSUs could result in a payout (if earned) that varies (starting at 0%) based on actual achievement of the goals, subject to a 200% aggregate limit on the total target shares that may be received under the PRSUs awarded on October 13, 2022. 50% of the shares earned vested upon certification of the performance and 50% remain subject to vesting until the certification of the achievement of performance goals at the end of year 3 of the performance period.
6. The Compensation Committee certified achievement of pre-established performance goals related to DRAM revenue at a level of 57% of target under the performance-based restricted stock units ("PRSU") with a 3-year performance period previously awarded on October 13, 2022. As reported at grant, the PRSUs could result in a payout (if earned) that varies (starting at 0%) based on actual achievement of the goals, subject to a 200% aggregate limit on the total target shares that may be received under the PRSUs awarded on October 13, 2022. 50% of the shares earned vested upon certification of the performance and 50% remain subject to vesting until the certification of the achievement of performance goals at the end of year 3 of the performance period.
7. The Compensation Committee certified achievement of pre-established performance goals related to relative total shareholder return at a level of 108% of target under the performance-based restricted stock units ("PRSU") with a 3-year performance period previously awarded on October 13, 2022. As reported at grant, the PRSUs could result in a payout (if earned) that varies (starting at 0%) based on actual achievement of the goals, subject to a 200% aggregate limit on the total target shares that may be received under the PRSU awarded on October 13, 2022. 50% of the shares earned vested upon certification of the performance and 50% remain subject to vesting until the certification of performance goals at the end of year 3 of the performance period.
8. Grantor retained annuity trusts are for the benefit of the Reporting Person and his family.
9. Each performance-based restricted stock unit ("PRSU") represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals over a 3-year period beginning September 3, 2021 and ending August 29, 2024 (subject to a 200% aggregate limit on the total target shares that may be received under the PRSUs awarded on October 13, 2021), and certification of such performance by the Compensation Committee.
10. Each performance-based restricted stock unit ("PRSU") represents the right to receive, following vesting, a percentage of one share of common stock based upon the achievement of pre-established performance goals over a 3-year performance 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 PRSUs awarded on October 13, 2022), and certification of such performance by the Compensation Committee.

Remarks:

Mai Lan Bui, Attorney-in-fact 10/16/2024

** 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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