

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Micron Technology, Inc.  
(Exact name of registrant as specified in its charter)

Delaware

75-1618004

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(State or other jurisdiction of  
incorporation or organization)

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(I.R.S. Employer  
Identification No.)

8000 South Federal Way  
Boise, Idaho

83716-9632

-----  
(Address of Principal Executive Offices)

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(Zip Code)

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Micron Technology, Inc. MQD Stock Bonus Plan

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(Full title of the plan)

Steven R. Appleton  
Chairman of the Board, Chief Executive Officer and President  
Micron Technology, Inc.  
8000 South Federal Way  
Boise, Idaho 83716-9632  
(Name and address of agent for service)

208-368-4000  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee(2)
Common Stock \$.10 par value per Share	70,645	\$41.96875	\$2,964,882	\$824

(1) Estimated in accordance with Rules 457(c) and 457(h) of Regulation C solely for the purpose of calculating the registration fee on the basis of \$41.96875 per share, average of the high and low price of the Registrant's Common Stock as reported on the New York Stock Exchange on July 1, 1999.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission:

(a) The Company's latest Annual Report on Form 10-K for the year ended September 3, 1998, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") (File No. 1-10658).

(b) The Company's latest Quarterly Report on Form 10-Q for the quarter ended March 4, 1999, filed pursuant to Section 13(a) of the 1934 Act (File No. 1-10658).

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A, filed November 9, 1990 pursuant to Section 12(b) of the 1934 Act (File No. 1-10658), including any amendment or report filed with the Securities and Exchange Commission for the purpose of updating such description.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents.

Item 4. Description of Securities.

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Not applicable.

Item 5. Interests of Named Experts and Counsel.

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Not applicable.

Item 6. Indemnification of Directors and Officers.

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Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's Board of Directors or stockholders to grant, indemnification to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act") and for liabilities arising from other state and federal causes of action. Section 11 of the Company's Certificate of Incorporation and Article VII of the Company's Bylaws provide for the mandatory indemnification of its officers, directors, employees and agents to the extent permitted by Delaware General Corporation Law. The Company has entered into agreements with its officers, directors and certain key employees implementing such indemnification.

Item 7. Exemption from Registration Claimed.

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Not applicable.

Item 8. Exhibits.

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Exhibit  
Number

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4.8 Micron Technology, Inc. MQD Stock Bonus Plan

5.1 Opinion of Counsel.

23.1 Consent of Independent Accountants.

23.2 Consent of Counsel (contained in Exhibit 5.1).

24.1 Power of Attorney (included on signature page).

Item 9. Undertakings.

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(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the 1934 Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boise, State of Idaho, on this 9th day of July, 1999.

MICRON TECHNOLOGY, INC.

/s/ Wilbur G. Stover, Jr.

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By: Wilbur G. Stover, Jr.  
Vice President of Finance,  
and Chief Financial Officer

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven R. Appleton and Wilbur G. Stover, Jr., jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature - - - - -	Title - - - - -	Date - - - - -
/s/ Steven R. Appleton - - - - - Steven R. Appleton	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	July 9, 1999
/s/ Wilbur G. Stover, Jr. - - - - - Wilbur G. Stover, Jr.	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	July 9, 1999
/s/ James W. Bagley - - - - - James W. Bagley	Director	July 9, 1999
/s/ Robert A. Lothrop - - - - - Robert A. Lothrop	Director	July 9, 1999
/s/ Thomas T. Nicholson - - - - - Thomas T. Nicholson	Director	July 9, 1999
/s/ Don J. Simplot - - - - - Don J. Simplot	Director	July 9, 1999
/s/ Gordon C. Smith - - - - - Gordon C. Smith	Director	July 9, 1999
/s/ William P. Weber - - - - - William P. Weber	Director	July 9, 1999

## EXHIBIT INDEX

Exhibit Number	Description
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4.8	Micron Technology, Inc. MQD Stock Bonus Plan.
5.1	Opinion of Counsel.
23.1	Consent of Independent Accountants.
23.2	Consent of Counsel (contained in Exhibit 5.1).
24.1	Power of Attorney (included on signature page).

Micron Technology, Inc.  
MQD Stock Bonus Plan

In connection with the merger of Micron Quantum Devices, Inc. ("MQD") into Micron Technology, Inc. ("MTI") on February 18, 1998 (the "Merger"), the Board of Directors of MTI (the "Board") approved a \$3.75 million Flash Product Group Incentive Program for key employees of MQD. As part of that program, the Board agreed to issue 55% of the aggregate program amount in the form of MTI Common Stock. This "MQD Stock Bonus Plan" (the "Plan") sets forth the guidelines for issuing such stock.

1. The purpose of the Plan is to retain key personnel from MQD and thereby promote the success of MTI.
2. 70,645 shares of MTI Common Stock, \$0.10 par value, are reserved for issuance under this Plan. The number of shares reserved for issuance under this Plan, as well as the number of shares which may be earned by each Eligible Employee, shall be proportionately adjusted in the event of a stock split, reverse stock split, stock dividend or similar transaction in which there is an increase or decrease in the number of issued shares of MTI Common Stock without receipt of consideration by MTI.
3. Certain individuals who have been identified by the Board and who were employees of MQD prior to the Merger and are currently employees of MTI are eligible to participate in this Plan. These employees are collectively referred to herein as the "Eligible Employees."
4. Stock awards pursuant to the Plan are contingent upon the achievement of various milestone goals established by the Vice President of Flash Memory Products and the Chief Executive Officer of MTI. Such milestones and the pay-out dates related thereto, as well as the specific terms of each award made pursuant to this Plan shall be delivered to each Eligible Employee in the form of a memo from the Vice President of Flash Memory Products of MTI.
5. Eligible Employees must be employed by MTI on an actual pay-out date to receive shares granted pursuant to the Plan. In the event that an eligible employee is not employed by MTI on a pay-out date, the shares to which he or she was otherwise entitled to may be reallocated by Vice President of Flash Memory Products and the Chief Executive Officer of MTI to the other Eligible Employees as the Board shall determine in its absolute discretion.
6. Until the shares of MTI Common Stock are issued to an Eligible Employee (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to such shares. Once shares of MTI Common Stock are issued to an Eligible Employee, he or she shall have all the rights of a shareholder of the Company. No adjustment shall be made for a dividend or other right for which the record date is prior to the date of such issuance, except as provided in Section 2 above.

7. In the event of a merger of MTI with or into another corporation, or the sale of substantially all of MTI's assets, each Eligible Employee's rights to acquire shares of MTI Common Stock hereunder shall be assumed or an equivalent right substituted by the successor corporation or its parent or subsidiary corporation.
8. Issuance of shares pursuant to the Plan is subject to the profitability of MTI in the fiscal quarter ended immediately prior to the scheduled pay-out date. In the event that shares are not issued because of a lack of profitability, then the actual pay-out date will be following the first profitable quarter which ends after the initially scheduled pay-out date.
9. The Plan shall be administered by the Board or a committee thereof. The Board shall have the sole authority and discretion to interpret the provisions of the Plan and to make all determinations necessary or advisable to administer the Plan. The Board's decisions, determinations and interpretations regarding the Plan shall be final and binding upon all Eligible Employees.
10. The rights granted to Eligible Employees hereunder to acquire shares of MTI Common Stock may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner, other than by will or by the laws of descent or distribution.
11. The Plan is subject to change or cancellation at any time by the Board.
12. Shares shall not be issued pursuant to the Plan unless the issuance and delivery of such shares complies with all applicable laws and the requirements of any stock exchange or quotation system upon which the Shares may be listed or quoted.



650 PAGE MILL ROAD  
PALO ALTO, CALIFORNIA 94304-1050  
TELEPHONE 650-493-9300 FACSIMILE 650-493-6811  
WWW.WSGR.COM

July 8, 1999

Micron Technology, Inc.  
8000 South Federal Way  
Boise, ID 83707-0006

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities Exchange Commission on or about July 9, 1999 (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of 70,645 shares of your Common Stock reserved for issuance under the Micron Technology, Inc. MQD Stock Bonus Plan (the "Plan"). As your legal counsel, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of said shares.

It is our opinion that, upon completion of the proceedings being taken, or contemplated by us as your counsel to be taken by you, prior to issuance of the shares pursuant to the Registration Statement, including the Prospectus constituting part of and incorporated by reference into the Registration Statement, and upon completion of the proceedings being taken in order to permit such transactions to be carried out in accordance with the securities laws of the various states where required, the shares, when issued and sold in the manner referred to in the Plan and the agreements which accompany the Plan, and in accordance with the Company's Certificate of Incorporation, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including the Prospectus constituting a part thereof, and amendment thereto.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation

CONSENT OF INDEPENDENT ACCOUNTANTS

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We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated September 28, 1998, except the Subsequent Event Note which is as of October 19, 1998, relating to the financial statements, and financial statement schedule, which appear in the 1998 Annual Report on Form 10-K (File No. 1-01658) of Micron Technology, Inc., as of September 3, 1998 and August 28, 1997 and for each of the three years in the period ended September 3, 1998.

/s/ PricewaterhouseCoopers LLP  
Boise, Idaho  
July 7, 1999