

**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

June 2, 2006

Date of Report (date of earliest event reported)

MICRON TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-10658

(Commission File Number)

75-1618004

(I.R.S. 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 obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☒ 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 2, 2006 Micron Technology, Inc. issued the press release filed hereto as Exhibit 99.1 (the "Release"). The information contained in the Release is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on June 2, 2006

SIGNATURE

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 hereunto duly authorized.

MICRON TECHNOLOGY, INC.

Date: June 2, 2006

By: /s/ W. G. Stover, Jr.

Name: W. G. Stover, Jr.

**INDEX TO EXHIBITS FILED WITH
THE CURRENT REPORT ON FORM 8-K DATED JUNE 2, 2006**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release issued on June 2, 2006

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FOR IMMEDIATE RELEASE

MICRON TECHNOLOGY, INC., ANNOUNCES WILLINGNESS TO INCREASE EXCHANGE RATIO TO 0.5925 IN ACQUISITION OF LEXAR MEDIA, INC.

Lexar to Adjourn Special Meeting of Stockholders Until June 16, 2006

BOISE, Idaho and FREMONT, Calif., June 2, 2006 – Micron Technology, Inc. (NYSE: MU) today announced that it is prepared to increase the exchange ratio that each outstanding share of Lexar Media, Inc. (Nasdaq: LEXR) common stock would receive in the merger from 0.5625 shares of Micron common stock to 0.5925 shares of Micron common stock, subject to approval of the boards of directors of Micron and Lexar and subject to Micron's determination that there is sufficient Lexar stockholder support for the merger at the revised exchange ratio.

Lexar announced that at today's special meeting of stockholders it intends to adjourn the special meeting until June 16, 2006 at 2:00 p.m., PDT at Lexar's corporate headquarters at 47300 Bayside Parkway, Fremont, California. The meeting is being adjourned to allow additional time for Lexar and Micron to agree upon the terms of an amendment to the merger agreement and, if one is entered into, to provide Lexar stockholders with additional information related to such amendment and an opportunity to review such information. The record date for stockholders entitled to vote at the special meeting remains April 28, 2006. Lexar noted that stockholders that have previously voted may change their vote, but need not vote again.

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.

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. Any stockholder who has not yet voted is urged to vote FOR the adoption of the merger agreement. 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 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.

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.

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.

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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 entry into an amendment to the merger agreement between Micron and Lexar and the timing of the special meeting of Lexar stockholders. 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 merger agreement will not be amended, 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 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 a registration statement on Form S-4 (Registration No. 333-132757), as amended, containing a definitive proxy statement/prospectus 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. Investors and security holders of Lexar are urged to read the definitive proxy statement/prospectus 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. 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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