

**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 6, 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 1.01 Entry into a Material Definitive Agreement.

Voting Agreement

On June 6, 2006, Glenview Capital Management, LLC ("Glenview") entered into a Voting Agreement with Micron (the "Voting Agreement"), pursuant to which Glenview and certain affiliated individuals and entities agreed to vote all the shares of Lexar common stock over which they had voting authority or control as of such date in favor of the merger. This description of the Voting Agreement is qualified in its entirety by the terms and conditions of the Voting Agreement which is filed as Exhibit 2.1 hereto, and is incorporated herein by reference.

Additional Information about the Merger and Where to Find It

Micron and Lexar have filed a Registration Statement on Form S-4 with the Securities and Exchange Commission (Registration No. 333-132757) containing the definitive proxy statement/prospectus and other relevant materials regarding the proposed transaction contemplated by the Merger Agreement. Investors and security holders of Lexar are urged to read the prospectus/proxy statement and the other relevant materials which contain important information about Micron, Lexar and the proposed merger. The prospectus/proxy statement 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 Investor Relations, Diane Carlini, (510) 580-5604. Investors and security holders of Lexar are urged to read the prospectus/proxy statement and the other relevant materials before making any voting or investment decision with respect to the proposed merger.

ITEM 9.01 Financial Statements and Exhibits.

- (d) Exhibits

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

2.1 Voting Agreement, dated as of June 6, 2006, by and between Micron Technology, Inc. and Glenview Capital Management, LLC

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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.

MICRON TECHNOLOGY, INC.

Date: June 7, 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>
2.1	Voting Agreement, dated as of June 6, 2006, by and between Micron Technology, Inc. and Glenview Capital Management, LLC

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Micron Technology, Inc.
8000 S. Federal Way
Boise, Idaho 83707-0006

Glenview Capital Management, LLC
767 Fifth Avenue, 44th Floor
New York, NY 10153

June 6, 2006

Reference is made to (1) that certain Agreement and Plan of Merger, dated as of March 8, 2006, by and among Lexar Media, Inc., a Delaware corporation ("Lexar"), Micron Technology, Inc., a Delaware corporation ("Micron"), March 2006 Merger Corp., a Delaware corporation and a wholly owned indirect subsidiary of Micron ("Merger Sub") (as it may be amended, supplemented, modified or waived from time to time, the "Merger Agreement"), and (2) the Schedule 13D (the "Schedule 13D") relating to Lexar filed by Glenview Capital Management, LLC and certain affiliated individuals and entities (collectively, "Glenview") with the U.S. Securities and Exchange Commission on March 16, 2006.

Pursuant to our recent discussions, in consideration of and subject to Micron and Lexar agreeing to amend the Merger Agreement (as so amended, the "Amended Merger Agreement") to provide for an increase in the Exchange Ratio (as defined in the Merger Agreement) from 0.5625 of a share of the common stock, par value \$0.10 per share, of Micron ("Micron Common Stock") per each share of common stock, par value \$0.0001 per share, of Lexar ("Lexar Common Stock") to 0.5925 of a share of Micron Common Stock per each share of Lexar Common Stock, Glenview hereby agrees as follows:

1. Glenview agrees to file or cause timely to be filed an amendment to the Schedule 13D stating that Glenview supports the Amended Merger Agreement and that Glenview will vote or cause to be voted all of the shares of Lexar Common Stock over which Glenview or any of its affiliates have voting authority or control in favor of the proposal to adopt the Amended Merger Agreement at the special meeting of Lexar's stockholders to be convened and held at 8:00 a.m. local time on June 2, 2006 or any adjournment or postponement thereof (the "Special Meeting").

2. At the Special Meeting, Glenview will vote or cause to be voted all of the shares of Lexar Common Stock over which Glenview or any of its affiliates have voting authority or control in favor of the proposal to adopt the Amended Merger Agreement at the Special Meeting.

3. From and after the date hereof and through the completion of the Special Meeting, Glenview agrees that it will take no action nor cause to be taken any action that would result in Glenview or any of its affiliates losing the power to vote or control the voting of the shares of Lexar Common Stock over which it has voting authority or control as of the record date for the Special Meeting. Nothing in this paragraph 3 is intended to prohibit Glenview from disposing of such shares of Lexar Common stock so long as Glenview retains the power to vote or control the voting of such shares as of the record date set for the Special Meeting.

4. On the record date for the Special Meeting, entities managed by Glenview had voting authority or control over 6,351,616 shares of Lexar Common Stock and have, and continue to have as the date hereof, the full power to vote or direct the voting of such shares.

5. Glenview agrees that none of Glenview, any of its subsidiaries or any of Glenview's or any of its subsidiaries' officers or directors shall, and that it shall use all reasonable efforts to cause Glenview's and its affiliates, subsidiaries, agents and representatives not to (and shall not authorize or permit any of them to), directly or indirectly solicit or initiate any inquiry concerning, or the making, submission or announcement of, any Acquisition Proposal (as defined in Section 5.3(h) of the Merger Agreement).

This letter agreement will terminate upon the earlier to occur of (i) such date and time as the merger of Merger Sub with and into Lexar (with Lexar continuing as the surviving corporation) shall become effective in accordance with the terms and provisions of the Amended Merger Agreement and (ii) such date that there is an Acquisition Proposal (as defined in Section 5.3(h) of the Merger Agreement) that Glenview (in its sole judgment and by providing notice to Micron) reasonably determines is superior to the Amended Merger Agreement.

This letter agreement shall be governed by and construed in accordance with the laws of the State of Delaware applicable to contracts made and performed in such State, without regard to the conflicts of laws rules of such State.

This letter agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument and all such counterparts shall together constitute the same agreement.

If the foregoing properly reflects our agreement, please so indicate by acknowledging and agreeing below.

Very truly yours,

MICRON TECHNOLOGY, INC.

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

Name: W.G. Stover, Jr.

ACKNOWLEDGED AND AGREED THIS 6th DAY OF JUNE 2006:

Glenview Capital Management, LLC

By: /s/ Mark Horowitz

Name: Mark Horowitz

Title: Chief Operating Officer and
General Counsel
