

LAM RESEARCH CORP

Form 4

September 26, 2008

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hariri Abdi

(Last) (First) (Middle)

4300 CUSHING PKWY

(Street)

FREMONT, CA 94538

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

LAM RESEARCH CORP [LRCX]

3. Date of Earliest Transaction
(Month/Day/Year)

05/01/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Group Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. P Der
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (right to buy)	\$ 16.14	05/01/2008	D ⁽¹⁾			822	⁽²⁾	10/01/2011	Common Stock	822		
Stock Option (right to buy)	\$ 16.64	05/01/2008	A ⁽¹⁾			822	⁽²⁾	10/01/2011	Common Stock	822		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hariri Abdi 4300 CUSHING PKWY FREMONT, CA 94538	Group Vice President

Signatures

Kym Hall by Power of Attorney 09/26/2008

 **Signature of Reporting Person Date

Explanation of Responses:

* 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).

On 10/01/01 the reporting person was granted an option to purchase 822 shares of the Issuer's Common Stock at a purchase price of \$16.14 per share. This option had an exercise price which was less than the closing price of the company's common stock on the appropriate measurement date determined by a special committee of the company's Board of Directors and the Company for financial accounting purposes. The Company has agreed to amend this misdated option to increase the exercise price to the appropriate fair market value per share on the correct measurement date (\$16.64) so as to avoid adverse tax consequences under Internal Revenue Code 409A, and as applicable, similar provisions of state law. The Company and the reporting person entered into a Stock Option Amendment and Special Bonus Agreement to amend this option.

(2) This option is fully vested and exercisable.

In exchange for increasing the exercise price of this misdated option, the company agreed to make a cash payment in January of 2009 to the reporting person, in order to make such reporting person whole for the incremental exercise price increase. The amount of the cash payment is expected to be \$411.

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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