

**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 16, 2003

Date of Report (Date of earliest event reported)

LATTICE SEMICONDUCTOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-18032

(Commission File Number)

93-0835214

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

5555 NE Moore Court

Hillsboro, OR 97124-6421

(Address of principal executive offices)

(503) 268-8000

(Registrant's telephone number, including area code)

Item 5. Other Events.

Filed as exhibit 99.1 hereto is the registrant's press release, dated June 16, 2003, announcing that the registrant intends to offer approximately \$200 million aggregate principal amount (excluding any option for the initial purchaser to the offering to purchase additional Notes (as defined below)) of convertible subordinated notes (the "Notes") through an offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act").

Filed as exhibit 99.2 hereto is the registrant's press release, dated June 17, 2003, announcing that the registrant priced its offering of \$200 million aggregate principal amount of the Notes (excluding the option for the initial purchaser to the offering to purchase an additional \$30 million aggregate principal amount of Notes) through an offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Lattice Semiconductor Corporation dated June 16, 2003
99.2	Press release of Lattice Semiconductor Corporation dated June 17, 2003

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.

LATTICE SEMICONDUCTOR CORPORATION

Date: June 17, 2003

By: /s/ STEPHEN A. SKAGGS

Name: Stephen A. Skaggs

Title: Chief Financial Officer

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INDEX TO EXHIBITS

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**LATTICE SEMICONDUCTOR ANNOUNCES
PROPOSED OFFERING OF CONVERTIBLE
SUBORDINATED NOTES**

HILLSBORO, Ore. – June 16, 2003 – Lattice Semiconductor Corporation (NASDAQ: LSCC) announced that it intends to offer, subject to market and other conditions, approximately \$200 million aggregate principal amount of Zero Coupon Convertible Subordinated Notes due 2010 through an offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). Final terms of the notes are to be determined by negotiations between Lattice and the initial purchaser of the notes.

Lattice stated that it expects to grant the initial purchaser a 30-day option to purchase up to an additional \$30 million principal amount of notes.

Lattice intends to use the net proceeds of the offering to redeem all of its outstanding 4¾% Convertible Subordinated Notes due 2006, for working capital and for other general corporate purposes.

This announcement is neither an offer to sell nor a solicitation to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

The securities will not be registered under the Securities Act, or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.

**LATTICE SEMICONDUCTOR PRICES \$200 MILLION
CONVERTIBLE SUBORDINATED NOTES OFFERING**

HILLSBORO, Ore. – June 17, 2003 – Lattice Semiconductor Corporation (NASDAQ: LSCC) today announced the pricing of its offering of \$200 million of Zero Coupon Convertible Subordinated Notes due July 1, 2010 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). Lattice has also granted the initial purchaser a 30-day option to purchase up to an additional \$30 million in principal amount of notes in connection with the offering. The offering is expected to close on June 20, 2003, subject to customary closing conditions.

The notes will not bear interest, will be convertible into Lattice common stock at an initial conversion price of \$12.06 per share and will be subordinated to all senior debt of the company. Holders of the notes may convert their notes only if (i) the price of Lattice common stock reaches a specified threshold, (ii) the notes are called for redemption, (iii) specified corporate transactions occur or (iv) the trading price for the notes falls below certain thresholds. Holders of the notes will have the right to require Lattice to repurchase the notes on July 1, 2008, at a price equal to 100% of the principal amount. Lattice may redeem the notes for cash on or after July 1, 2008 at a price equal to 100% of the principal amount.

Lattice intends to use the net proceeds of the offering to redeem all of its outstanding 4¾% Convertible Subordinated Notes due 2006, for working capital and for other general corporate purposes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

The securities will not be registered under the Securities Act, or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.
