

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Fanning Christopher M</u>  (Last) (First) (Middle) 5555 N.E. MOORE CT.  (Street) HILLSBORO OR 97124  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LATICE SEMICONDUCTOR CORP [ LSCC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Corporate VP &amp; GM, LD &amp; MSS</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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	(A) or (D)	Price			
Common Stock	05/03/2010		M		1,554	A	\$0 <sup>(1)</sup>	27,843	D	
Common Stock	05/03/2010		F <sup>(2)</sup>		550	D	\$5.54	27,293	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Unit (RSU)	\$0 <sup>(3)</sup>	05/03/2010		M		1,554	(4)	02/04/2013 <sup>(5)</sup>	Common Stock	1,554	\$0	17,104	D	

**Explanation of Responses:**

1. Restricted Stock Units - no purchase price for this transaction.
2. These shares were retained by the Issuer in order to meet the tax withholding obligations of the Reporting Person in connection with the vesting of an installment of the restricted stock units. The amount retained by the Issuer was not in excess of the amount of the tax liability.
3. Each Restricted Stock Unit (RSU) represents a right to receive one share of the Issuers common shares without payment of specific consideration.
4. This grant of Restricted Stock Units (RSUs) vest as follows: 25% of the RSUs will vest upon the one-year anniversary of the grant date and an additional 6.25% of the RSUs vest each three months thereafter until 100% of the RSU grant is vested.
5. 24,878 Restricted Stock Units (RSUs) were granted on 2/3/09 and vest, in whole shares as follows: 25% of the RSU grant shall vest on 2/3/10, and an additional 6.25% of the RSUs vest on each three months thereafter until 100% of the RSU grant is vested on 2/3/2013.

By: Byron W. Milstead,  
Attorney-in-Fact For 05/06/2010  
Christopher Fanning

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**