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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**SCHEDULE TO**

(Rule 13e-4)

*Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 4)*

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**LATTICE SEMICONDUCTOR CORPORATION**

(Name of Subject Company (Issuer) and Filing Person (Offeror))

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**Options to Purchase Common Stock, Par Value \$0.01 Per Share**

(Title of Class of Securities)

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**518415104**

(CUSIP Number of Common Stock Underlying the Class of Securities)

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**Byron Milstead**

**Corporate Vice President and General Counsel**

**Lattice Semiconductor Corporation**

**5555 N.E. Moore Court**

**Hillsboro, Oregon 97124-6421**

**(503) 268-8000**

(Name, address and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

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*Copies to:*

**John A. Fore, Esq.**

**Michael S. Russell, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**650 Page Mill Road**

**Palo Alto, CA 94304-1050**

**(650) 493-9300**

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CALCULATION OF FILING FEE

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<b>Transaction Valuation*</b>	<b>Amount of Filing Fee</b>
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\$6,063,814.68

\$238.31

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\* Calculated solely for purposes of determining the filing fee. This amount assumes that options to purchase 7,875,084 shares of common stock of Lattice Semiconductor Corporation having an aggregate value of \$6,063,814.68 as of December 15, 2008 will be exchanged or cancelled pursuant to this offer. The aggregate value of such securities was calculated based on the Black-Scholes option pricing model. The amount of the filing fee, calculated in accordance with the Securities Exchange Act of 1934, as amended, equals \$39.30 for each \$1,000,000 of the value of this transaction.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$238.31
Form or Registration No.:	Schedule TO
Filing party:	Lattice Semiconductor Corporation
Date filed:	December 22, 2008

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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This Amendment No. 4 (this "Amendment") to the Tender Offer Statement on Schedule TO (the "Schedule TO") relates to an offer by Lattice Semiconductor Corporation, a Delaware corporation ("Lattice" or the "Company"), to exchange (the "Exchange Offer") certain options to purchase up to an aggregate of 7,875,084 shares of the Company's common stock, whether vested or unvested, that were granted with an exercise price per share equal to or greater than \$3.91, except as otherwise described in the Offer to Exchange (defined below) (the "Eligible Options"). These Eligible Options may be exchanged for either new options or restricted stock units upon the terms and subject to the conditions set forth in (i) the Offer to Exchange Certain Outstanding Options for New Options or Restricted Stock Units dated December 22, 2008, as amended on January 5, 2009 (the "Offer to Exchange"), attached hereto as Exhibit (a)(1)(A), (ii) the cover letter to eligible employees from Byron Milstead, the Company's Corporate Vice President and General Counsel, dated December 22, 2008, attached hereto as Exhibit (a)(1)(B), (iii) the Election Form, attached hereto as Exhibit (a)(1)(C), and (iv) the Withdrawal Form, attached hereto as Exhibit (a)(1)(D). These documents, as they may be amended or supplemented from time to time, together constitute the "Offer Documents." An "eligible employee" refers to all employees of the Company or its subsidiaries based in the United States as of the date of this Exchange Offer who remain employees of the Company or its subsidiaries through the date exchanged Eligible Options are cancelled. Notwithstanding the foregoing, the Company's executive officers, members of the Company's board of directors, and employees of the Company's based outside of the United States are not eligible employees.

The information in the Offer Documents, including all schedules and annexes to the Offer Documents, which were previously filed with the Schedule TO, is incorporated herein by reference to answer the items required in this Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein. Except as specifically set forth herein, this Amendment No. 4 does not modify any of the information previously reported on the Schedule TO.

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**Item 12. Exhibits**

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibits:

- (a)(1)(R) Email to eligible employees from Byron Milstead, Corporate Vice President and General Counsel, dated February 3, 2009.
- (a)(1)(S) Spreadsheet to calculate the number of new options or restricted stock units based on the final exchange ratios.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment #4 to the Schedule TO is true, complete and correct.

**LATTICE SEMICONDUCTOR CORPORATION**

/s/ Byron Milstead

Byron Milstead

Corporate Vice President and General Counsel

Date: February 3, 2009

## INDEX TO EXHIBITS

Exhibit Number	Description
(a)(1)(A)*	Offer to Exchange Certain Outstanding Options for New Options or Restricted Stock Units, dated December 22, 2008, as amended on January 5, 2009.
(a)(1)(B)*	Cover Letter to all eligible employees from Byron Milstead, Corporate Vice President and General Counsel, dated December 22, 2008.
(a)(1)(C)*	Election Form.
(a)(1)(D)*	Withdrawal Form.
(a)(1)(E)*	Form of Confirmation E-Mail of receipt of election or withdrawal form.
(a)(1)(F)*	Forms of Reminder E-Mails.
(a)(1)(G)*	Registrant's 1996 Stock Incentive Plan, as amended ( <i>incorporated herein by reference to Exhibit (d)(1) to the Company's Schedule TO, filed on February 13, 2003, File No. 005-40545</i> ).
(a)(1)(H)*	Form of Stock Option Agreement in connection with the Registrant's 1996 Stock Incentive Plan, as amended ( <i>incorporated herein by reference to Exhibit (d)(2) to the Company's Schedule TO, filed on February 13, 2003, File No. 005-40545</i> ).
(a)(1)(I)*	Form of restricted stock unit agreement in connection with the Registrant's 1996 Stock Incentive Plan, as amended.
(a)(1)(J)*	Registrant's 2001 Stock Plan, as amended ( <i>incorporated herein by reference to Exhibit (d)(3) to the Company's Schedule TO, filed on February 13, 2003, File No. 005-40545</i> ).
(a)(1)(K)*	Form of Stock Option Agreement in connection with the Registrant's 2001 Stock Plan, as amended ( <i>incorporated herein by reference to Exhibit (d)(4) to the Company's Schedule TO, filed on February 13, 2003, File No. 005-40545</i> ).
(a)(1)(L)*	Form of restricted stock unit agreement in connection with the Registrant's 2001 Stock Plan, as amended.
(a)(1)(M)*	Form of Amendment to Stock Option Agreements in connection with the Registrant's 1996 Stock Incentive Plan, as amended, and the Registrant's 2001 Stock Plan, as amended ( <i>incorporated herein by reference to Exhibit 99.3 to the Company's Current Report on Form 8-K, filed on December 12, 2005, File No. 000-18032</i> ).
(a)(1)(N)*	Form of Summary of Eligible Options provided to eligible employees.
(a)(1)(O)*	Email to eligible employees from Byron Milstead, Corporate Vice President and General Counsel, dated January 14, 2008.
(a)(1)(P)*	Email to eligible employees from Byron Milstead, Corporate Vice President and General Counsel, dated January 29, 2009.
(a)(1)(Q)*	Illustrative spreadsheet to calculate the number of new options or restricted stock units as of January 28, 2009.
(a)(1)(R)	Email to eligible employees from Byron Milstead, Corporate Vice President and General Counsel, dated February 3, 2009.
(a)(1)(S)	Spreadsheet to calculate the number of new options or restricted stock units based on the final exchange ratios.
(b)	Not applicable.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

\* Previously filed

**February 3, 2009**

Today is the last day to elect to exchange your eligible options as part of the Lattice Semiconductor Corporation Offer to Exchange Certain Outstanding Options for New Options or Restricted Stock Units (referred to as the "Offer to Exchange"). The offer to exchange your eligible options will expire at 11:59:59 p.m., Eastern Time, on February 3, 2009.

If you would like to participate in this offer, a properly completed and signed copy of the election form must be received via facsimile or e-mail (via PDF or similar imaged document file) before 11:59:59 p.m., Eastern Time, on February 3, 2009, by:

Suzanne L. Bishop  
 Bishop Consulting, LLC  
 Fax: (971) 228-2470  
 E-mail: stockadmin@latticesemi.com

**Only responses that are complete, signed and actually received by Suzanne Bishop at Bishop Consulting, LLC by the deadline will be accepted. Responses submitted by any other means, including hand-delivery, interoffice or U.S. mail (or other post) and Federal Express (or similar delivery service) are not permitted. If you have questions, please direct them to:**

Suzanne L. Bishop  
 Bishop Consulting, LLC  
 6107 SW Murray Blvd., #271  
 Beaverton, OR 97008  
 Phone: (503) 372-5761  
 E-mail: stockadmin@latticesemi.com

We are sending this email to you to notify you of the final exchange ratios. Also attached is a spreadsheet that you can use to calculate the number of new options or restricted stock units that you would receive in exchange for your eligible options based on the final exchange ratios, which are set forth below.

***Final exchange ratios applicable to eligible options granted under the 1996 Stock Incentive Plan.***

Utilizing the Black-Scholes value of the new options and eligible options determined based on a per share stock price of \$1.50, which was the average closing price of our common stock over the thirty (30) calendar day period ending on February 3, 2009, the final exchange ratios applicable to eligible options granted under the 1996 Stock Incentive Plan are as follows:

<u>Per Share Exercise Price of Eligible Option</u>	<u>New Options for Exchanged Options</u>
\$3.91 - \$4.99	One (1) new option for every three (3) exchanged options.
\$5.00 - \$7.49	One (1) new option for every four (4) exchanged options.
\$7.50 - \$9.99	One (1) new option for every seven and a half (7.50) exchanged options.
Above \$10.00	One (1) new option for every ten (10) exchanged options.

**Final exchange ratios applicable to eligible options granted under the 2001 Stock Plan.**

Utilizing the Black-Scholes value of the restricted stock units and eligible options determined based on a per share stock price of \$1.50, which was the average closing price of our common stock over the thirty (30) calendar day period ending on February 3, 2009, the final exchange ratios applicable to eligible options granted under the 2001 Stock Plan are as follows:

<u>Per Share Exercise Price of Eligible Option</u>	<u>Restricted Stock Units for Exchanged Options</u>
\$3.91 - \$4.99	One (1) restricted stock unit for every seven and a quarter (7.25) exchanged options.
\$5.00 - \$7.49	One (1) restricted stock unit for every thirteen (13) exchanged options.
\$7.50 - \$9.99	One (1) restricted stock unit for every nineteen and three quarters (19.75) exchanged options.
Above \$10.00	One (1) restricted stock unit for every twenty (20) exchanged options.

This notice does not constitute the Offer to Exchange. The full terms of the offer are described in (1) the Offer to Exchange; (2) the cover letter from Byron Milstead, dated December 22, 2008; (3) the election form; and (4) the withdrawal form. You also may access these documents through the U.S. Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).

Byron Milstead

## Lattice Exchange Offer Calculator

Eligible Options for New Options - 1996 PlanExercise Price of Eligible Options

Greater than or Equal to..		Less than or Equal to..	Exchange Ratio	Eligible Options	New Options
\$ 3.91	to	\$4.99	3.00 : 1	5,000	1,666
\$ 5.00	to	\$7.49	4.00 : 1	4,000	1,000
\$ 7.50	to	\$9.99	7.50 : 1	3,000	400
\$ 10.00	to	And Up	10.00 : 1	2,000	200

Eligible Options for Restricted Stock Units - 2001 PlanExercise Price of Eligible Options

Greater than or Equal to..		Less than or Equal to..	Exchange Ratio	Eligible Options	Restricted Stock Units
\$ 3.91	to	\$4.99	7.25 : 1	4,000	551
\$ 5.00	to	\$7.49	13.00 : 1	3,000	230
\$ 7.50	to	\$9.99	19.75 : 1	2,000	101
\$ 10.00	to	And Up	20.00 : 1	1,000	50

The foregoing spreadsheet allows you to calculate the number of new options or restricted stock units that you would receive in this offer for your eligible options based on the final exchange ratios. To determine the numbers, you will need to input the number of eligible options that you hold in each price range, which will result in a calculation of the number of new options or restricted stock units. The final exchange ratios above are based on application of the Black-Scholes value calculated using the average closing price of our common stock over the thirty (30) calendar day period ending on February 3, 2009.