

**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
Estimated average burden hours per response:	0.5

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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corporate VP &amp; GM, LD &amp; MSS</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/03/2010	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/03/2010		M		6,220	A	\$0 <sup>(1)</sup>	28,139	D	
Common Stock	02/03/2010		F <sup>(2)</sup>		2,590	D	\$2.72	25,549	D	
Common Stock	02/05/2010		M		628	A	\$0 <sup>(1)</sup>	26,177	D	
Common Stock	02/05/2010		F <sup>(2)</sup>		261	D	\$2.49	25,916	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit (RSU)	\$0 <sup>(3)</sup>	02/05/2010		M			628	(4)	02/06/2012	Common Stock	628	\$0	5,025	D	
Restricted Stock Unit (RSU)	\$0 <sup>(3)</sup>	02/03/2010		M			6,220	(5)	02/04/2013 <sup>(5)</sup>	Common Stock	6,220	\$0	18,658	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. A total of 10,049 Restricted Stock Units (RSUs) were granted on 2/5/08 that vest over a four year period wherein 1/16th (6.25%) of the total RSUs granted vest on each quarterly anniversary of the grant date. As of 6/1/09, the effective date the reporting individual became subject to Section 16, a total of 3,140 RSUs have vest and the shares have been released to the reporting individual (less any shares withheld to satisfy the tax withholding obligation). The remaining 6,909 RSUs shall continue to vest quarterly until fully vested on 2/5/2012.
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: /s/ Christopher Fanning      02/05/2010

\*\* 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.

POWER OF ATTORNEY

The undersigned, as a Section 16 reporting person of Lattice Semiconductor Corporation (the "Company"), hereby constitutes and appoints Bruno Guilmart and Byron W. Milstead, and each of them, the undersigned's true and lawful attorney-in-fact to:

1. complete and execute Forms 3, 4 and 5 and other forms and all amendments thereto as such attorney-in-fact shall in his or her discretion determine to be required or advisable pursuant to Section 16 of the Securities and Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company; and
2. do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney-in-fact shall deem appropriate.

The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 (as amended).

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of May, 2009.

Signature:  
/s/ Chris M. Fanning