

Edgar Filing: BOYLE JOHN J III - Form 4

| 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 Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Option (Right to Buy) | \$ 77.875 | 12/08/2010 | | D | | 771 | (2) | (2) | 02/28/2011 | Common Stock | 771 |
| Director Option (Right to Buy) | \$ 25.34 | 12/08/2010 | | D | | 1,607 | (2) | (2) | 02/20/2012 | Common Stock | 1,607 |
| Director Option (Right to Buy) | \$ 15.68 | 12/08/2010 | | D | | 1,607 | (2) | (2) | 03/05/2013 | Common Stock | 1,607 |
| Director Option (Right to Buy) | \$ 20.44 | 12/08/2010 | | D | | 1,607 | (2) | (2) | 03/03/2014 | Common Stock | 1,607 |
| Director Option (Right to Buy) | \$ 16.17 | 12/08/2010 | | D | | 1,845 | (2) | (2) | 03/02/2015 | Common Stock | 1,845 |
| Director Option (Right to Buy) | \$ 24.18 | 12/08/2010 | | D | | 1,247 | (2) | (2) | 03/08/2016 | Common Stock | 1,247 |
| Director Option (Right to Buy) | \$ 16.29 | 12/08/2010 | | D | | 1,851 | (2) | (2) | 03/07/2014 | Common Stock | 1,851 |
| Restricted Stock Units | (3) | 12/08/2010 | | D | | 31,615 | | (4) | (4) | Common Stock | 31,615 |
| Restricted Stock Units (2-10) | (3) | 12/08/2010 | | D | | 10,687 | | (4) | (4) | Common Stock | 10,687 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOYLE JOHN J III 13625 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344 | X | | | |

Signatures

/s/ James G. Mathews,
Attorney-in-Fact

12/08/2010

__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).
- (1) In connection with the acquisition of the Company by a wholly owned subsidiary of Tyco Electronics Ltd. ("TE") on December 8, 2010 (the "Acquisition") pursuant to an agreement and plan of merger dated July 12, 2010, as amended July 24, 2010 (the "Merger Agreement"), these shares of Company common stock were canceled and automatically converted into the right to receive \$12.75 per share in cash, without interest and less any applicable withholding taxes.
- (2) In connection with the Acquisition, this option vested in accordance with the terms of its applicable option award agreement, was assumed by TE and replaced with an option to purchase a number of shares of TE common stock equal to the number of shares of Company common stock based on a formula set forth in the Merger Agreement.
- (3) Settled one-for-one in shares of Company common stock.
- (4) In connection with the Acquisition, these restricted stock units were canceled in exchange for the right to receive an amount equal to the total number of shares of common stock represented by such restricted stock units at target multiplied by \$12.75 per share, less any applicable withholding taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.