

ALTERA CORP
Form 8-K
February 02, 2006

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

Date of Report (Date of earliest event reported): January 30, 2006

ALTERA CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

101 Innovation Drive, San Jose, California
(Address of principal executive offices)

0-16617
(Commission file number)

77-0016691
(IRS Employer

Identification No.)

95134
(Zip Code)

Registrant's telephone number, including area code: (408) 544-7000

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On January 10, 2006, the Compensation Committee of the Board of Directors of Altera Corporation (the Company) approved restricted stock unit grants to certain executive officers, which grants were made on January 30, 2006. The number of shares and vesting schedule for the grants are set out in the applicable Form 4s filed on February 1, 2006. A copy of the form of Award Agreement (Restricted Stock Units) to the Altera Corporation 2005 Equity Incentive Plan that applies to each grant is attached to this report as Exhibit 10.35.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.35	Award Agreement (Restricted Stock Units) to the Altera Corporation 2005 Equity Incentive Plan

SIGNATURES

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.

ALTERA CORPORATION

By: /s/ Katherine E. Schuelke

Katherine E. Schuelke
Vice President, General Counsel and Secretary

Date: February 2, 2006

EXHIBIT INDEX

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