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LSI LOGIC CORP
Form 424B3
July 11, 2002

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-81434

PROSPECTUS SUPPLEMENT DATED JULY 11, 2002

(To Prospectus filed on April 30, 2002)

LSI LOGIC CORPORATION

PROSPECTUS

\$490,000,000

(aggregate principal amount)

4.00 % Convertible Subordinated Notes due 2006 and
the Common Stock Issuable Upon Conversion of the Notes

This Prospectus Supplement together, with the Prospectus listed above, is to be used by certain holders of the above-referenced securities or by their transferees, pledgees, donees or their successors in connection with the offer and sale of the above referenced securities.

The table captioned "Selling Securityholders" commencing on page 41 of the Prospectus is hereby amended to reflect the following additions and changes.

| NAME | PRINCIPAL AMOUNT AT MATURITY OF NOTES BENEFICIALLY OWNED THAT MAY BE SOLD | PERCENTAGE OF NOTES OUTSTANDING | NUMBER OF SHARES OF COMMON STOCK THAT MAY BE SOLD (1) |
|---|---|---------------------------------------|---|
| ---- | ----- | ----- | ----- |
| Alpha U.S. Sub Fund VIII, LLC | 1,750,000 | * | 66,441 |
| Argent LowLev Convertible Arbitrage Fund LLC | 100,000 | * | 3,796 |
| Argent LowLev Convertible Arbitrage Fund Ltd. | 1,300,000 | * | 49,356 |
| Clinton Multistrategy Master Fund, Ltd. | 12,750,000 | 2.6% | 484,073 |
| Clinton Riverside Convertible Portfolio Limited | 13,750,000 | 2.8% | 522,039 |
| Deephaven Domestic Convertible Trading Ltd. | 36,750,000 | 7.5% | 1,395,269 |
| Goldman Sachs and Company | 9,170,000 | 1.9% | 348,152 |
| Highbridge International LLC | 40,500,000 | 8.2% | 1,537,643 |
| IDEX -- Transamerica Convertible Fund | 80,000 | * | 3,037 |
| KBC Financial Products (Cayman Islands) Limited | 18,300,000 | 3.7% | 694,787 |
| Lincoln National Global Asset Allocation Fund, Inc. | 86,000 | * | 3,265 |
| Lyxor Master Fund Ref: Argent/LowLev CB | 400,000 | * | 15,186 |
| Man Convertible Bond Master Fund, Ltd. | 6,359,000 | 1.3% | 241,429 |

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| | | | |
|--|------------|------|------------|
| Putnam Asset Allocation Funds -- | | | |
| Balanced Portfolio | 710,000 | * | 26,956 |
| Putnam Asset Allocation Funds -- | | | |
| Conservative Portfolio | 554,000 | * | 21,033 |
| Putnam Convertible Income-Growth Trust | 4,800,000 | 1.0% | 182,239 |
| Putnam Convertible Opportunities and Income Trust | 180,000 | * | 6,833 |
| Putnam Variable Trust -- Putnam VT | | | |
| Global Asset Allocation Fund | 170,000 | * | 6,454 |
| RCG Baldwin LP | 1,267,000 | * | 48,103 |
| RCG Halifax Master Fund, Ltd. | 475,000 | * | 18,034 |
| RCG Multi Strategy L.P. | 905,000 | * | 34,359 |
| Ramius LP | 633,000 | * | 24,032 |
| St. Thomas Trading, Ltd. | 18,794,000 | 3.8% | 713,542 |
| Teachers Insurance and Annuity Association | 13,500,000 | 2.8% | 512,547 |
| Transamerica Life Insurance & Annuities Co. | 6,000,000 | 1.2% | 18,603,591 |
| Transamerica Premier High Yield Fund | 500,000 | * | 18,983 |
| | | | |
| UBS Global Equity Arbitrage Master Ltd. | 500,000 | * | 18,983 |
| Zurich Institutional Benchmark Master Fund Ltd. | 200,000 | * | 7,593 |

* Less than 1%

- (1) Assumes conversion of all of the holder's notes at a conversion price of approximately \$26.339 per share of common stock. However, this conversion price will be subject to adjustment as described under "Description of Notes-Conversion Rights". As a result, the amount of common stock issuable upon conversion of the notes may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 369,432,477 shares of common stock outstanding as of April 5, 2002. In calculating this amount, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that particular holder's notes. However, we did not assume the conversion of any other holder's notes.