

ALTERA CORP  
Form 4  
May 03, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FITZHENRY JOHN

(Last) (First) (Middle)  
101 INNOVATION DRIVE  
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALTERA CORP [ALTR]

3. Date of Earliest Transaction (Month/Day/Year)  
05/01/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Human Resources

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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	05/01/2006		M <sup>(1)</sup>	24,997 A \$ 13.0157	26,318	D	
Common Stock	05/01/2006		S	24,997 D \$ 21.41	1,321	D	
Common Stock	05/01/2006		M <sup>(1)</sup>	3,556 A \$ 13.0157	4,877	D	
Common Stock	05/01/2006		S	3,556 D \$ 21.42	1,321	D	
Common Stock	05/01/2006		M <sup>(1)</sup>	7,281 A \$ 13.0157	8,602	D	

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Common Stock	05/01/2006	S	7,281	D	\$ 21.43	1,321	D
Common Stock	05/01/2006	M <sup>(1)</sup>	14,166	A	\$ 13.0157	15,487	D
Common Stock	05/01/2006	S	14,166	D	\$ 21.44	1,321	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M <sup>(1)</sup>	24,997	01/01/2003 12/16/2008	Common Stock 24
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M	3,556	01/01/2002 12/16/2008	Common Stock 3
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M <sup>(1)</sup>	7,281	01/01/2003 12/16/2008	Common Stock 7
Non-Qualified Stock Option (right to buy)	\$ 13.0157	05/01/2006		M <sup>(1)</sup>	14,166	01/01/2003 12/16/2008	Common Stock 14

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZHENRY JOHN 101 INNOVATION DRIVE			VP, Human Resources	

SAN JOSE, CA 95134

## Signatures

/s/ John R.

05/03/2006

Fitzhenry

\_\_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) Exercise of non-qualified stock option granted 12/16/1998.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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