#### LUCZO STEPHEN J

Form 4

February 03, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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 See Instruction

1(b).

Common

Shares

(Print or Type Responses)

1 Name and Address of Reporting Person \*

01/30/2009

LUCZO STEPHEN J			Symbol SEAGATE TECHNOLOGY [STX]			Issuer (Check all applicable)			
	(Last)	(First) (N	Middle)	3. Date of	Earliest Tra	ansaction	(enec	ar un uppriouere	,
				(Month/D	ay/Year)		_X_ Director	10%	Owner
920 DISC DRIVE, ATTN: STOCK			01/30/2009			_X_ Officer (give		er (specify	
PLAN ADMINISTRATION						below) below) Chairman, President and CEO			
		(Street)		4. If Ame	ndment, Da	te Original	6. Individual or Jo	oint/Group Filin	g(Check
				Filed(Mon	th/Day/Year		Applicable Line) _X_ Form filed by 0		
	SCOTTS V	ALLEY, CA 950	67				Form filed by M Person	More than One Re	porting
	(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned
	1.Title of	2. Transaction Date		med	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
	Security	(Month/Day/Year)	Executio	n Date, if		n(A) or Disposed of (D)	Securities	Form: Direct	Indirect
	(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial
			(Month/l	Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
						(A)	Reported		
						or	Transaction(s)		

Code V

A

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(Instr. 3 and 4)

D

158,750

Price

\$0

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Amount

150,000

(1)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and A	Amou
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securi	
S	ecurity	or Exercise		any	Code	Securities	(Month/Day/Year)		(Instr. 3 and 4)	
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
		Derivative			Disposed of (D)					
		Security				(Instr. 3, 4, and 5)				
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
S	IQ tock Options	\$ 4.045	01/30/2009		A	3,500,000	01/12/2010(2)	01/30/2016	Common Shares	3,5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LUCZO STEPHEN J 920 DISC DRIVE ATTN: STOCK PLAN ADMINISTRATION SCOTTS VALLEY, CA 95067	X		Chairman, President and CEO			

## **Signatures**

/S/ Roberta S. Cohen for Stephen J.
Luczo 02/03/2009

\*\*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).

These awards are subject to continuous employment and performance vesting requirements and were issued on January 30, 2009 under the 2004 Stock Compensation Plan. First vesting is one year after the award date and subject to meeting specified performance criteria. Further vesting is annual for the following 3 years thereafter according to specific performance requirements. The vesting for these awards

- (1) issued under the 2004 Stock Compensation Plan is subject to both continuous employment and specified performance goals. The earliest possible vesting is 25% annually over four years, however, depending on the timing of the achievement of specified performance goals, the grantee has up to seven years to completely vest in the award. Part or all of the award will not be vested if the employment ends prior to complete vesting or if the performance goal is not achieved as of the last vesting opportunity.
- Options granted to the Reporting Person under the Seagate Technology's 2004 Stock Compensation Plan are subject to a four-year vesting schedule. After one year of continuous employment, one quarter of the option shares vest will vest on January 12, 2010. Following continuous employment, the remaining three quarters will vest proportionally monthly over the 36 months thereafter from January 12, 2010.

#### **Remarks:**

Mr. Luczo was appointed Chairman, President and Chief Executive Officer on January 12, 2009.

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.

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