

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**  
SEC Accession No. **0001209191-06-002298**

([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **KISH DENNIS G**

CIK: **1232819**

Type: **4** | Act: **34** | File No.: **000-21970** | Film No.: **06514635**

Mailing Address

955 EAST ARQUES AVE  
SUNNYVALE CA 94086

### ISSUER

#### **ACTEL CORP**

CIK: **907687** | IRS No.: **770097724** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
SIC: **3674** Semiconductors & related devices

Mailing Address

2061 STIERLIN COURT  
MOUNTAIN VIEW CA  
94043-4655

Business Address

2061 STIERLIN COURT  
MOUNTAIN VIEW CA  
94043-4655  
6503184200

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

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

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

1. Name and Address of Reporting Person <b>KISH DENNIS G</b>			2. Issuer Name and Ticker or Trading Symbol <b>ACTEL CORP [ACTL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP of Marketing</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2006</b>		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
2061 STIERLIN COURT			4. If Amendment, Date Original Filed (Month/Day/Year)			
(Street) <b>MOUNTAIN VIEW, CA 94043</b>						
(City)		(State)	(Zip)			

**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)			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Unit	(1)	01/03/2006		A		15,000		(2)	(2)	Common Stock	15,000	\$ 0	15,000	D
Non-Qualified Stock Option (right to buy)	\$19.73	01/03/2006		D		45,000		08/01/2004	03/14/2012	Common Stock	45,000	(3)	0	D
Restricted Stock Unit	(1)	01/03/2006		A		11,429		(2)	(2)	Common Stock	11,429	\$ 0	11,429	D
Non-Qualified Stock	\$20.5625	01/03/2006		D		40,000		12/21/2004	12/21/2010	Common Stock	40,000	(3)	0	D

Option (right to buy)														
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		14,287		(2)	(2)	Common Stock	14,287	\$ 0	14,287	D
Incentive Stock Option (right to buy)	\$21.9	01/03/2006		<u>D</u>		7,169	08/01/2003	07/31/2011		Common Stock	7,169	(3)	0	D
Non-Qualified Stock Option (right to buy)	\$21.9	01/03/2006		<u>D</u>		42,831	08/01/2003	07/31/2011		Common Stock	42,831	(3)	0	D
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		12,858		(4)	(4)	Common Stock	12,858	\$ 0	12,858	D
Non-Qualified Stock Option (right to buy)	\$24.759	01/03/2006		<u>D</u>		45,000	08/01/2006	03/02/2014		Common Stock	45,000	(3)	0	D
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		4,547		(5)	(5)	Common Stock	4,547	\$ 0	4,547	D
Incentive Stock Option (right to buy)	\$27.5	01/03/2006		<u>D</u>		1,563	02/18/2002	02/18/2010		Common Stock	2,459	(3)	0	D
Non-Qualified Stock Option (right to buy)	\$27.5	01/03/2006		<u>D</u>		23,437	02/18/2002	02/18/2010		Common Stock	22,541	(3)	0	D
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		18,572		(2)	(2)	Common Stock	18,572	\$ 0	18,572	D
Incentive Stock Option (right to buy)	\$20.375	01/03/2006		<u>D</u>		19,628	11/05/2000	11/05/2009		Common Stock	19,628	(3)	0	D
Non-Qualified Stock Option (right to buy)	\$20.375	01/03/2006		<u>D</u>		45,372	11/05/2000	11/05/2009		Common Stock	45,372	(3)	0	D

**Explanation of Responses:**

- Each restricted stock unit represents the contingent right to receive one share of Common Stock.
- This award of restricted stock units vests 50% on December 31, 2006 and 12.5% quarterly thereafter until December 31, 2007. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.
- The reporting person agreed to the cancellation of these stock options in exchange for the above restricted stock units.
- This award of restricted stock units vests 50% on March 31, 2007 and 10% quarterly thereafter until June 30, 2008. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.

5. This award of restricted stock units vests 50% on September 30, 2007 and 7.143% quarterly thereafter until June 30, 2009. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.

**Signatures**

Dennis G. Kish

\*\* Signature of Reporting Person

01/05/2006

Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**