

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**
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REPORTING OWNER

MCARTHUR BARBARA L

CIK: **1232820**

Type: **4** | Act: **34** | File No.: **000-21970** | Film No.: **06514639**

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
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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

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						Title
Restricted Stock Unit	(1)	01/03/2006		A		6,667		(2)	(2)	Common Stock	6,667	\$ 0	6,667	D	
Non-Qualified Stock Option (right to buy)	\$19.73	01/03/2006		D		20,000		08/01/2004	03/14/2012	Common Stock	20,000	(3)	0	D	
Restricted Stock Unit	(1)	01/03/2006		A		34,335		(2)	(2)	Common Stock	19,573	\$ 0	3,143	D	
Incentive Stock Option	\$19.91	01/03/2006		D		4,687		08/01/2003	12/31/2011	Common Stock	4,687	(3)	0	D	

(right to buy)															
Non-Qualified Stock Option (right to buy)	\$19.91	01/03/2006		<u>D</u>		20,313	08/01/2003	12/31/2011	Common Stock	20,313	(3)	0	D		
Incentive Stock Option (right to buy)	\$19.91	01/03/2006		<u>D</u>		18,088	07/05/2001	12/31/2011	Common Stock	18,088	(3)	0	D		
Non-Qualified Stock Option (right to buy)	\$19.91	01/03/2006		<u>D</u>		59,912	07/05/2001	12/31/2011	Common Stock	59,912	(3)	0	D		
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		6,572	(4)	(4)	Common Stock	6,572	\$ 0	6,572	D		
Non-Qualified Stock Option (right to buy)	\$24.759	01/03/2006		<u>D</u>		23,000	08/01/2006	03/02/2014	Common Stock	23,000	(3)	0	D		
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		5,715	(2)	(2)	Common Stock	5,715	\$ 0	5,715	D		
Non-Qualified Stock Option (right to buy)	\$23.8125	01/03/2006		<u>D</u>		20,000	12/01/2004	12/01/2010	Common Stock	20,000	(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.

Signatures

Barbara L. McArthur

** 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.