

# 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

**VAN DE HEY DAVID L**

CIK: **1232824**

Type: **4** | Act: **34** | File No.: **000-21970** | Film No.: **06514647**

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

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

## 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 <b>VAN DE HEY DAVID L</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>V.P. &amp; General Counsel</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)	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		8,334		(2)	(2)	Common Stock	8,334	\$ 0	8,334	D	
Non-Qualified Stock Option (right to buy)	\$19.73	01/03/2006		D		25,000		08/01/2004	03/14/2012	Common Stock	25,000	(3)	0	D	
Restricted Stock Unit	(1)	01/03/2006		A		3,143		(2)	(2)	Common Stock	3,143	\$ 0	3,143	D	
Non-Qualified Stock	\$20.5625	01/03/2006		D		11,000		12/21/2004	12/21/2010	Common Stock	11,000	(3)	0	D	

Option (right to buy)														
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		10,001		(2)	(2)	Common Stock	10,001	\$ 0	10,001	D
Incentive Stock Option (right to buy)	\$21.9	01/03/2006		<u>D</u>		7,005	08/01/2003	07/31/2011		Common Stock	7,005	(3)	0	D
Non-Qualified Stock Option (right to buy)	\$21.9	01/03/2006		<u>D</u>		27,995	08/01/2003	07/31/2011		Common Stock	27,995	(3)	0	D
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		7,715		(4)	(4)	Common Stock	7,715	\$ 0	7,715	D
Non-Qualified Stock Option (right to buy)	\$24.759	01/03/2006		<u>D</u>		27,000	08/01/2006	03/02/2014		Common Stock	27,000	(3)	0	D
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		2,728		(5)	(5)	Common Stock	2,728	\$ 0	2,728	D
Incentive Stock Option (right to buy)	\$27.5	01/03/2006		<u>D</u>		2,686	02/18/2002	02/18/2010		Common Stock	2,686	(3)	0	D
Non-Qualified Stock Option (right to buy)	\$27.5	01/03/2006		<u>D</u>		12,314	02/18/2002	02/18/2010		Common Stock	12,314	(3)	0	D
Restricted Stock Unit	(1)	01/03/2006		<u>A</u>		1,819		(6)	(6)	Common Stock	1,819	\$ 0	1,819	D
Incentive Stock Option (right to buy)	\$33.25	01/03/2006		<u>D</u>		625	02/18/2004	06/02/2010		Common Stock	625	(3)	0	D
Non-Qualified Stock Option (right to buy)	\$33.25	01/03/2006		<u>D</u>		9,375	02/18/2002	06/02/2010		Common Stock	9,375	(3)	0	D

**Explanation of Responses:**

1. Each restricted stock unit represents the contingent right to receive one share of Common Stock.
2. 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.
3. The reporting person agreed to the cancellation of these stock options in exchange for the above restricted stock units.
4. 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.
6. This award of restricted stock units vests 50% on December 31, 2007 and 6.25% quarterly thereafter until December 31, 2009. The vested shares of Common Stock will be issued to the Reporting Person upon vesting.

**Signatures**

David L. Van De Hey

\*\* 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.

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