

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-05-16** | Period of Report: **2013-05-06**
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REPORTING OWNER

BIRAN DAN

CIK: **1457986**

Type: **4/A** | Act: **34** | File No.: **000-16617** | Film No.: **13853126**

Mailing Address
*101 INNOVATION DRIVE
SAN JOSE CA 95134*

ISSUER

ALTERA CORP

CIK: **768251** | IRS No.: **770016691** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address
*101 INNOVATION DR
SAN JOSE CA 95134*

Business Address
*101 INNOVATION DR
SAN JOSE CA 95134
408.544.8790*

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 BIRAN DAN			2. Issuer Name and Ticker or Trading Symbol ALTERA CORP [ALTR]			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) Sr VP, Strategy		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/06/2013					
101 INNOVATION DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year) 05/08/2013			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		
(Street)								
SAN JOSE, CA 95134								
(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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Unit	(1)	05/06/2013		A		7,066	(2)	(2)	Common Stock	7,066 (2)	\$ 0	7,066 (4)	D	
Restricted Stock Unit (RSU)	(1)	05/06/2013		A		5,299	(3)	(3)	Common Stock	5,299	\$ 0	62,788 (5)	D	

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive at settlement one share of Altera common stock
- The performance restricted stock units ("PRSUs") were granted under Altera's 2005 Equity Incentive Plan. The actual number of PRSUs that may be earned will be determined by comparing Altera's total shareholder return ("TSR") to the TSR of the Philadelphia Semiconductor Total Return Index (the "Index") immediately preceding and at end of the three-year period commencing May 6, 2013 and ending May 6, 2016 (the "Performance Period"). Each 1% difference between Altera's TSR and the Index TSR at the end of the Performance Period will result in a 2% upwards or downwards adjustment to Mr.

Biran's payout percentage. The number of performance stock units shown in column 5 and 7 is equal to the maximum number of PRSUs that may be earned. The target number of PRSUs that may be earned is 3,533. The minimum number of PRSUs that may be earned is zero.

3. Subject to the Reporting Person's continuing employment and the provisions in the Altera's standard form of RSU award agreement, the shares will commence vesting as of the Grant Date and vest at a rate of 25% annually. Shares will be delivered to the reporting person on each vest date
4. This Amendment is being filed to correct the number of Performance Restricted Stock units beneficially owned by the reporting person as reported on the Form 4 filed on May 8, 2013.
5. This Amendment is being filed to correct the number of Restricted Stock Units beneficially owned by the reporting person as reported on the Form 4 filed on May 8, 2013.

Signatures

/s/ L. Rosenduft

** Signature of Reporting Person

05/16/2013

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.