

CREE INC  
Form 4  
February 28, 2008

**FORM 4**

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

OMB APPROVAL

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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 OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PALMOUR JOHN W

(Last) (First) (Middle)  
C/O CREE, INC., 4600 SILICON DRIVE  
(Street)

DURHAM, NC 27703

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CREE INC [CREE]

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EXECUTIVE VICE PRESIDENT

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
				(A) or (D)	Price		
COMMON STOCK	02/26/2008		M	A	\$ 12.51	748,209	D
COMMON STOCK	02/26/2008		S <sup>(1)</sup>	D	\$ 35	739,809	D
COMMON STOCK	02/26/2008		S <sup>(1)</sup>	D	\$ 35.01	739,603	D
COMMON STOCK	02/26/2008		S <sup>(1)</sup>	D	\$ 35.02	737,750	D
COMMON STOCK	02/26/2008		S <sup>(1)</sup>	D	\$ 35.03	736,268	D

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COMMON STOCK	02/26/2008	<u>S(1)</u>	741	D	\$ 35.04	735,527	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	1,400	D	\$ 35.05	734,127	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	2,182	D	\$ 35.06	731,945	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	3,459	D	\$ 35.07	728,486	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	1,112	D	\$ 35.08	727,374	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	1,688	D	\$ 35.09	725,686	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	824	D	\$ 35.1	724,862	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	412	D	\$ 35.1075	724,450	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	2,965	D	\$ 35.11	721,485	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	41	D	\$ 35.12	721,444	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	453	D	\$ 35.13	720,991	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	41	D	\$ 35.14	720,950	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	5,229	D	\$ 35.15	715,721	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	329	D	\$ 35.16	715,392	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	329	D	\$ 35.18	715,063	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	82	D	\$ 35.2	714,981	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	124	D	\$ 35.21	714,857	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	41	D	\$ 35.22	714,816	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	82	D	\$ 35.23	714,734	D
COMMON STOCK	02/26/2008	<u>S(1)</u>	1,112	D	\$ 35.25	713,622	D
	02/26/2008	<u>S(1)</u>	413	D	\$ 35.32	713,209	D <u>(2)</u>

COMMON  
STOCK

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

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(9-02)

**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 Underlying Security (Instr. 3 and 4)
NONQUALIFIED STOCK OPTION (RIGHT TO BUY)	\$ 12.51	02/26/2008		M	17,500	09/03/2003 <sup>(3)</sup> 09/03/2009	COMMON STOCK

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALMOUR JOHN W C/O CREE, INC. 4600 SILICON DRIVE DURHAM, NC 27703	X		EXECUTIVE VICE PRESIDENT	

**Signatures**

Tamara Cappelson,  
Attorney-In-Fact 02/28/2008

\_\_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).
- (1) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Dr. Palmour on May 12, 2006 and modified on August 22, 2007.
- (2) Of the 713,209 shares reported, 673,209 are held by Dr. Palmour directly and 40,000 shares are held indirectly by Dr. Palmour's spouse.

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- (3) The option vested and became exercisable as to 15,000 shares on September 3, 2003 and as to 10,000 shares on each of September 3, 2004 and September 3, 2005.

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.