

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 5  
SCHEDULE 13D

Under the Securities Exchange Act of 1934

MICRON TECHNOLOGY, INC.  
(Name of Issuer)

Common Stock, \$.10 par value  
(Title of Class of Securities)

595112-4  
(CUSIP Number)

Jacques K. Meguire, Esq.  
Kenda K. Tomes, Esq.  
SONNENSCHEN NATH & ROSENTHAL  
8000 Sears Tower  
Chicago, Illinois 60606  
Telephone: (312) 876-8000

(Name, Address and Telephone Number of Persons  
Authorized to Receive Notices and Communications)

June 28, 1996  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on  
Schedule 13G to report the acquisition which is the subject of  
this Schedule 13D, and is filing this schedule because of Rule  
13d-1(b)(3) or (4), check the following box ☐

Check the following box if a fee is being paid with this  
statement ☐.

The information required on the remainder of this cover page  
shall not be deemed to be "filed" for the purpose of Section 18  
of the Securities Exchange Act of 1934 (the "Act") or otherwise  
subject to the liabilities of that section of the Act, but shall  
be subject to all other provisions of the Act.

(Continued on following page(s))



1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  J.R. Simplot Company	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	[00]
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [ ]		
6	CITIZENSHIP OR PLACE OF ORGANIZATION	State of Nevada
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	
	:	(7) SOLE VOTING POWER
	:	23,699,000
	:	
	:	(8) SHARED VOTING POWER
	:	-0-
	:	
	:	(9) SOLE DISPOSITIVE POWER
	:	23,699,000
	:	
	:	(10) SHARED DISPOSITIVE POWER
	:	-0-
	:	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 26,299,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	12.7%
14	TYPE OF REPORTING PERSON	C0

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  Simplot Canada Limited	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	[WC]
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Canada
<div>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</div> <div><div><div>(7) SOLE VOTING POWER</div><div>2,600,000</div></div><div><div>(8) SHARED VOTING POWER</div><div>-0-</div></div><div><div>(9) SOLE DISPOSITIVE POWER</div><div>-0-</div></div><div><div>(10) SHARED DISPOSITIVE POWER</div><div>-0-</div></div></div>		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,600,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	1.3%
14	TYPE OF REPORTING PERSON	C0

This Amendment No. 5 to Schedule 13D (the "Schedule 13D") is being filed on behalf of J.R. Simplot Company (the "Company") and Simplot Canada Limited ("SCL") to further amend the Schedule 13D as original filed on February 20, 1992 and as subsequently amended by Amendment No. 4 to Schedule 13D filed on November 29, 1995 by the Company, SCL, John R. Simplot, J.R. Simplot Self-Declaration of Revocable Trust dated December 21, 1989, JRS Properties, L.P. (collectively the "Reporting Persons"). Capitalized terms used herein and not otherwise defined have the same meanings as provided in the Amendment No. 4 to Schedule 13D. This Amendment No. 5 to Schedule 13D does not amend any information with respect to any of the Reporting Persons other than the Company and SCL.

Item 4. Purpose of Transaction, is hereby amended by adding the following thereto:

The Company may from time to time in the future sell portions of its other holdings of Common Stock to fund requirements for investments in its core businesses.

Item 5. Interest in Securities of the Issuer, is hereby amended by adding the following thereto:

(a)-(b) The Company beneficially owns an aggregate of 26,299,000 shares of Common Stock of Micron Technology, Inc. ("Micron"). Such shares represent 12.7% of the outstanding Common Stock (based on the number of shares outstanding as reported on Micron's Form 10-Q for the quarter ended February 29, 1996 (the "Micron 10-Q")). Such shares consist of (x) 23,699,000 shares of Common Stock held by the Company and (y) 2,600,000 shares of Common Stock as to which SCL has voting power. The Company has the sole power to dispose of the 23,699,000 shares of Common Stock. The Company has the sole power to vote 21,099,000 shares of Common Stock and the sole power to direct the vote of 2,600,000 shares of Common Stock. The Company disclaims beneficial ownership of the shares of Common Stock held by each other Reporting Person, other than SCL.

SCL beneficially owns 2,600,000 shares of Common Stock (the "SCL Shares"). The SCL Shares represent 1.3% of the outstanding Common Stock (based on the number of shares outstanding as reported on the Micron 10-Q). SCL has the sole power to direct the vote of the 2,600,000 shares of Common Stock. SCL does not have the power to dispose of, or direct the disposition of, any shares of Common Stock. However, under the Pledge described in Item 6 below, SCL has the power to reclaim possession of, and dispositive power over, the SCL Shares by substitution of alternative collateral for the SCL Shares, subject to the prior written consent of Canadian Imperial Bank of Commerce ("CIBC"). SCL disclaims beneficial ownership of the shares of Common Stock held by each other Reporting Person.

(c) On June 28, 1996, SCL entered into an agreement with CIBC (the "Forward") for the sale of 2,600,000 shares of Common Stock (such shares, the "SCL Shares") to CIBC pursuant to an International Swap Dealers Association, Inc. Master Agreement (Multicurrency--Cross Border) (1992) between CIBC and SCL, with delivery of the SCL Shares to be made to CIBC on June 27, 2003 or sooner upon the occurrence of certain events (the "Termination Date"). A subsidiary of the Company had acquired the SCL Shares from Micron in a private placement in December 1984. The purchase price for the SCL Shares to be paid by CIBC to SCL is Canadian \$136,357,382.08 if the Termination Date occurs in June 2003, and is subject to reduction if the Termination Date occurs at an earlier date. Based on the exchange rate prevailing on June 28, 1996, this purchase price represented approximately \$99.9 million (approximately \$38.42 per share) in United States dollars payable in June 2003. SCL understands that CIBC Wood Gundy Securities Corp., an affiliate of CIBC, has hedged CIBC's anticipated obligations under the forward sale.

(d) Under the Forward, CIBC is entitled to receive (i) the entire amount of any dividend on the SCL Shares that exceeds \$0.50 per share and (ii) non-cash distributions on the SCL Shares (excluding stock splits, stock dividends and the like).

Under an agreement between the Company and CIBC dated June

28, 1996 (the "Dividend Swap") pursuant to an International Swap Dealers Association, Inc. Master Agreement (Multicurrency--Cross Border) (1992) between CIBC and the Company, (i) CIBC has agreed to pay to the Company an amount equal to \$90,170.79 within three business days after each payment of any dividend by Micron prior to the Termination Date, and (ii) the Company agreed to pay to CIBC an amount equal to the product of (x) 2,600,000 and (y) the per share amount of any dividend (but only in respect of dividends of \$0.50 or less per share) paid by Micron on the Common Stock prior to the Termination Date.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer, is hereby amended by adding the following thereto:

To secure SCL's obligations under the Forward and under a loan agreement between SCL and CIBC dated June 28, 1996 (the "Loan Agreement") pursuant to which SCL borrowed from CIBC on such date Canadian \$80,881,000.95 (approximately \$59.3 million in U.S. dollars) on a nonrecourse basis, SCL pledged the SCL Shares to CIBC pursuant to a pledge agreement dated June 28, 1996 (the "Pledge"). Under the terms of the Pledge, SCL retains the right to vote the SCL Shares in the absence of an event of default under the Loan Agreement. SCL intends to use the proceeds received under the Loan Agreement to fund requirements for investments in its core businesses, including the construction of a fertilizer plant in Manitoba, Canada.

On June 28, 1996, the Company gave CIBC an irrevocable proxy to vote until the Termination Date 2,600,000 shares of Common Stock held by the Company. Such proxy is by its terms assignable only to persons serving from time to time as the Chairman of the Board of Micron, the Chief Financial Officer of Micron, and such persons' assignees or designees. CIBC has advised the Company that it in turn immediately gave the Chairman of the Board and the Chief Financial Officer of Micron an irrevocable proxy to vote such shares until the Termination Date.

The Forward and the Dividend Swap are described under Item 5(c) and 5(d), respectively, above.

Item 7. Material to be Filed as Exhibits, is hereby amended by adding the following thereto:

The agreements identified in Item 6 above will be filed as soon as practicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 28, 1996

Dated: June 28, 1996

Simplot Canada Limited

J. R. Simplot Company

By: /s/ RONALD N. GRAVES\_\_

By: /s/ RONALD N. GRAVES\_\_

Title: Secretary\_\_\_\_\_

Title: Secretary\_\_\_\_\_