

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

March 22, 2012

Date of Report (date of earliest event reported)

MICRON TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-10658

(Commission File Number)

75-1618004

(I.R.S. Employer Identification No.)

**8000 South Federal Way
Boise, Idaho 83716-9632**

(Address of principal executive offices)

(208) 368-4000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On March 22, 2012, the Company announced its financial results for the second quarter ended March 1, 2012. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued on March 22, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICRON TECHNOLOGY, INC.

Date: March 22, 2012

By: /s/ Ronald C. Foster

Name: Ronald C. Foster

Title: Chief Financial Officer and
Vice President of Finance

**INDEX TO EXHIBITS FILED WITH
THE CURRENT REPORT ON FORM 8-K DATED MARCH 22, 2012**

Exhibit

99.1

Description

Press Release issued on March 22, 2012

FOR IMMEDIATE RELEASE

Contacts: Kipp A. Bedard
Investor Relations
kbedard@micron.com
(208) 368-4465

Daniel Francisco
Media Relations
dfrancisco@micron.com
(208) 368-5584

**MICRON TECHNOLOGY, INC., REPORTS RESULTS FOR THE
SECOND QUARTER OF FISCAL 2012**

BOISE, Idaho, Mar. 22, 2012 – Micron Technology, Inc., (NASDAQ: MU) today announced results of operations for its second quarter of fiscal 2012, which ended Mar. 1, 2012. For the second quarter, the company had a net loss attributable to Micron shareholders of \$224 million, or \$0.23 per diluted share, on net sales of \$2.1 billion. The results for the second quarter of fiscal 2012 compare to a net loss of \$187 million, or \$0.19 per diluted share, on net sales of \$2.1 billion for the first quarter of fiscal 2012, and net income of \$72 million, or \$0.07 per diluted share, on net sales of \$2.3 billion for the second quarter of fiscal 2011.

Revenues from sales of NAND Flash products and DRAM products were slightly higher in the second quarter of fiscal 2012 compared to the first quarter of fiscal 2012, due primarily to approximate 20 percent increases in sales volumes offset by decreases in average selling prices. The company's consolidated gross margin declined to 13 percent in the second quarter of fiscal 2012 compared to 15 percent for the first quarter of fiscal 2012, due primarily to declines in gross margins for the company's NOR Flash products in the wireless market. Sales of NOR Flash products were approximately 11 percent of total net sales for the second quarter of fiscal 2012.

Cash flows from operations for the second quarter of fiscal 2012 were \$574 million. During the second quarter of fiscal 2012, the company invested approximately \$429 million in capital expenditures. The company ended the second quarter with cash and short-term investments of \$2.1 billion.

The company will host a conference call Thursday, Mar. 22 at 2:30 p.m. MDT to discuss its financial results. The call, audio and slides will be available online at <http://investors.micron.com/events.cfm>. A webcast replay will be available on the company's website until Mar. 22, 2013. A taped audio replay of the conference call will also be available at (404) 537-3406 (conference number: 62533629) beginning at 5:30 p.m. MDT Thursday, Mar. 22, 2012 and continuing until 5:30 p.m. MDT on Thursday, Mar. 29, 2012.

Micron Technology, Inc., is one of the world's leading providers of advanced semiconductor solutions. Through its worldwide operations, Micron manufactures and markets a full range of DRAM, NAND Flash and NOR Flash memory, as well as other innovative memory technologies, packaging solutions and semiconductor systems for use in leading-edge computing, consumer, networking, embedded and mobile products. Micron's common stock is traded on the NASDAQ under the MU symbol. To learn more about Micron Technology, Inc., visit www.micron.com.

MICRON TECHNOLOGY, INC.
CONSOLIDATED FINANCIAL SUMMARY
(in millions except per share amounts)

	<u>2nd Qtr. Mar. 1, 2012</u>	<u>1st Qtr. Dec. 1, 2011</u>	<u>2nd Qtr. Mar. 3, 2011</u>	<u>Six Months Ended Mar. 1, 2012</u>	<u>Mar. 3, 2011</u>
Net sales	\$ 2,067	\$ 2,090	\$ 2,257	\$ 4,157	\$ 4,509
Cost of goods sold	1,799	1,785	1,822	3,584	3,550
Gross margin	268	305	435	573	959
Selling, general and administrative	174	151	146	325	286
Research and development	222	230	186	452	371
Other operating (income) expense, net (1)	20	6	(76)	26	(267)
Operating income (loss)	(148)	(82)	179	(230)	569
Interest income (expense), net	(33)	(33)	(21)	(66)	(51)
Other non-operating income (expense), net (2)	39	--	--	39	(114)
Income tax (provision) benefit (3)	(9)	2	(35)	(7)	(83)
Equity in net income (losses) of equity method investees	(73)	(74)	(48)	(147)	(74)
Net (income) loss attributable to noncontrolling interests	--	--	(3)	--	(20)
Net income (loss) attributable to Micron	<u>\$ (224)</u>	<u>\$ (187)</u>	<u>\$ 72</u>	<u>\$ (411)</u>	<u>\$ 227</u>
Earnings (loss) per share:					
Basic	\$ (0.23)	\$ (0.19)	\$ 0.07	\$ (0.42)	\$ 0.23
Diluted	(0.23)	(0.19)	0.07	(0.42)	0.22
Number of shares used in per share calculations:					
Basic	982.8	981.4	988.1	982.1	980.5
Diluted	982.8	981.4	1,037.3	982.1	1,034.5

CONSOLIDATED FINANCIAL SUMMARY, Continued

	Mar. 1, 2012	As of Dec. 1, 2011	Sep. 1, 2011
Cash and short-term investments	\$ 2,094	\$ 1,915	\$ 2,160
Receivables	1,241	1,383	1,497
Inventories	2,081	2,097	2,080
Total current assets	5,659	5,491	5,832
Property, plant and equipment, net	7,357	7,472	7,555
Total assets	14,139	14,211	14,752
Accounts payable and accrued expenses	1,399	1,413	1,830
Current portion of long-term debt	150	146	140
Total current liabilities	2,045	2,021	2,480
Long-term debt	2,165	1,973	1,861
Total Micron shareholders' equity	8,044	8,271	8,470
Noncontrolling interests in subsidiaries	1,373	1,438	1,382
Total equity	9,417	9,709	9,852

	Six Months Ended	
	Mar. 1, 2012	Mar. 3, 2011
Net cash provided by operating activities	\$ 978	\$ 1,541
Net cash used for investing activities	(1,183)	(1,238)
Net cash provided by (used for) financing activities	139	(1,032)
Depreciation and amortization	1,167	1,033
Expenditures for property, plant and equipment	(1,089)	(1,189)
Payments on equipment purchase contracts	(86)	(221)
Net contributions from (distributions to) noncontrolling interests	(9)	(95)
Noncash equipment acquisitions on contracts payable and capital leases	533	187

(1) Other operating (income) expense consisted of the following:

	2nd Qtr. Mar. 1, 2012	1st Qtr. Dec. 1, 2011	2nd Qtr. Mar. 3, 2011	Six Months Ended Mar. 1, 2012	Mar. 3, 2011
(Gain) loss on disposition of property, plant and equipment	\$ 5	\$ 1	\$ (16)	\$ 6	\$ (16)
(Gain) loss from changes in currency exchange rates	2	11	--	13	7
Samsung patent cross-license agreement	--	--	(40)	--	(240)
Other	13	(6)	(20)	7	(18)
	<u>\$ 20</u>	<u>\$ 6</u>	<u>\$ (76)</u>	<u>\$ 26</u>	<u>\$ (267)</u>

In the first quarter of fiscal 2011, the company entered into a 10-year patent cross-license agreement with Samsung Electronics Co. Ltd. (“Samsung”). Under the agreement, Samsung agreed to pay the company \$275 million, of which \$40 million and \$200 million was received in the second quarter and first quarter of fiscal 2011, respectively. The license is a life-of-patents license for existing patents and applications, and a 10-year term license for all other patents.

(2) Other non-operating income in the second quarter of fiscal 2012 includes \$39 million of gains from disposition of noncurrent investments.

During the first quarter of fiscal 2011, in connection with a series of debt restructure transactions, the company recognized a loss of \$111 million as follows:

- \$15 million from the exchange of \$175 million in aggregate principal amount of the company’s 1.875% Convertible Senior Notes due 2014 (the “2014 Notes”) for \$175 million in aggregate principal amount of new 1.875% Convertible Senior Notes due 2027;
- \$17 million (including transaction fees) from the repurchase of \$176 million in aggregate principal amount of the company’s 2014 Notes for \$171 million in cash; and
- \$79 million (including transaction fees) from the repurchase of \$91 million in aggregate principal amount of the company’s 4.25% Convertible Senior Notes due 2013 for \$166 million in cash.

(3) Income taxes for the first quarter of fiscal 2012 included a tax benefit of \$14 million related to the favorable resolution of certain prior year tax matters. Income tax provision in the second quarter of fiscal 2011 included a charge to reduce net deferred tax assets by \$19 million in connection with a change in tax rates. Income tax provision in the second quarter and first six months of fiscal 2011 included charges of \$7 million and \$40 million, respectively, in connection with receipts from Samsung. The company has a valuation allowance for a substantial portion of its net deferred tax asset associated with its U.S. operations. Taxes attributable to U.S. operations in fiscal 2012 and 2011 were substantially offset by changes in the valuation allowance.