

# 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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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 <sup>*</sup> <b>KELLEY, VERN</b>	2. Issuer Name and Ticker or Trading Symbol <b>INTERSIL CORP/DE [ISIL]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ X____ Officer (give title below) _____ Other (specify below) <b>SVP, Human Resources</b>
(Last)	(First)	
Intersil Corporation, 1001 Murphy Ranch Road	(Middle)	
Milpitas, CA 95035	(Street)	
(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)
				(A)	(D)			
Common Stock	04/03/2009		M	V	Amount 12,750 (4)	Price \$ 0	D	
						13,977.62(5)		

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

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**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 Underlying Securities (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)
						Date Exercisable	Expiration Date					
Stock Options (right to buy)	\$12.02	04/01/2009		A	40,000		04/01/2010 (1)	Common Stock	\$12.02	40,000	D	
Deferred Stock								Common				

Units Award <sup>(2)</sup>	\$ 0	04/01/2009	A	20,000	04/01/2012	04/01/2012	Stock	20,000 <sup>(2)</sup>	\$ 0	20,000 <sup>(2)</sup>	D
Deferred Stock Units Award <sup>(3)</sup>	\$ 0	04/03/2009	M		8,500	04/03/2009	Common Stock	8,500 <sup>(3)</sup>	\$ 0	0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
KELLEY, VERN Intersil Corporation 1001 Murphy Ranch Road Milpitas, CA 95035			SVP, Human Resources

## Signatures

Vern Kelley 04/03/2009  
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) This option shall become exercisable as it vests. Options outstanding vest over a 4 year period with 25% of the options becoming exercisable upon the first anniversary of the date of grant with remaining options vesting at 6.25% per quarter thereafter.
- (2) This award of Deferred Stock Units is performance-based (PDSUs). The number of performance shares ultimately earned could range from 0-150% of the total number of PDSUs granted based upon Intersil's revenue growth and Intersil's growth in operating income over a 3 year period relative to its peer group (as determined by the Compensation Committee of the Board of Directors). PDSUs are paid in Common Stock upon vesting. Recipient of this award may elect to defer receipt of Common Stock by making a deferral election in accordance with the terms of the Plan.
- (3) This award of Deferred Stock Units is performance-based (PDSUs). The number of performance shares ultimately earned could range from 0-200% of the total number of PDSUs granted based upon Intersil's revenue growth and Intersil's growth in operating income over a 3 year period relative to its peer group (as determined by the Compensation Committee of the Board of Directors). PDSUs are paid in Common Stock upon vesting. Recipient of this award may elect to defer receipt of Common Stock by making a deferral election in accordance with the terms of the Plan.
- (4) The amount of shares acquired by recipient is based upon Intersil's performance relative to Intersil's peer group of companies over a 3-year measurement period. The calculation for the number of shares recipient earned is based on 8,500 PDSUs issued to recipient on 4/3/06 x 150% payout rate. The payout calculation was reviewed and approved by the Compensation Committee of the Board of Directors.
- (5) Number of shares beneficially owned includes 1227.62 shares purchased on 3/31/09 on behalf of recipient who participates in the Intersil Corporation Employee Stock Purchase Plan.

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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