

CREE INC  
Form 4/A  
December 12, 2002

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

OMB APPROVAL

**FORM 4**

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**

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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

Filed By Romeo & Dye's Instant Form 4 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>VON ARX, DOLPH W.</b> (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <b>CREE, INC. ("CREE")</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)	
3663 RUM ROW (Street)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>11/18/02</b>			
NAPELS, FL 34102 (City) (State) (Zip)					5. If Amendment, Date of Original (Month/Day/Year) <b>11/20/02</b>		7. 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	

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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			
COMMON STOCK	11/18/02	11/18/02	S		22,500	D	\$22.04			
COMMON STOCK	11/18/02	11/18/02	P		22,500	A	\$22.04			
COMMON STOCK	11/15/02	11/15/02	G	V	4,750 <sup>(1)</sup>	D	\$0	674,250	D	
								22,500	I	BY IRA

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).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 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	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

(1) Amendment being filed to correct number of shares gifted on November 15, 2002.

By: /s/ **TAMARA CAPPELSON**  
**TAMARA CAPPELSON,**  
**ATTORNEY-IN-FACT**  
 \*\*Signature of Reporting Person

**12/11/02**  
Date

\*\*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.

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POWER OF ATTORNEY

I, the person whose signature appears below, hereby appoint Adam H. Broome, Secretary of Cree, Inc, Tamara Cappelson, Stock Plan Administrator of the Company, and each of them individually, as my agent and authority:

- \* to execute and file with the U.S. Securities and Exchange Commission on my behalf, pursuant to Securities Exchange Act of 1934 and the rules thereunder, Statements of Changes in Beneficial Ownership and Annual Statements of Changes in Beneficial Ownership on Form 5, and any amendments of Forms thereto, me, with respect to my service as a director and/or officer of the Company and my holdings of securities of which I may be deemed the beneficial owner;
- \* to do and perform on my behalf any and all other acts necessary or desirable to complete, execute and file and any amendments thereto with the U.S. Securities and Exchange Commission and, if necessary, similar authority, including but not limited to the power to designate any person then serving as the Company to be an additional or substitute attorney-in-fact under this Power of Attorney with the same authority as if such person were named herein, and to take any other action in connection with the foregoing that such attorney-in-fact, may be of benefit to, in the best interest of or legally required by me, it be done and executed by such attorney-in-fact on my behalf pursuant to this Power of Attorney shall be in full force and effect.

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terms and conditions as the attorney-in-fact may approve in his or her discretion.

The authority granted under this Power of Attorney shall continue in effect for each attorney-in-fact required to file Forms 4 and 5 with respect to my holdings of and transactions in Company securities. This writing signed by me and delivered to such attorney-in-fact. I acknowledge that neither the attorney-in-fact nor I are assuming any of my responsibilities to comply with Section 16(a) of the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, I have signed this Power of Attorney on the date shown below.

/s/ Dolph W. von Arx

Signature

Dolph W. von Arx

Typed or Printed Name

August 29, 2002

Date Signed