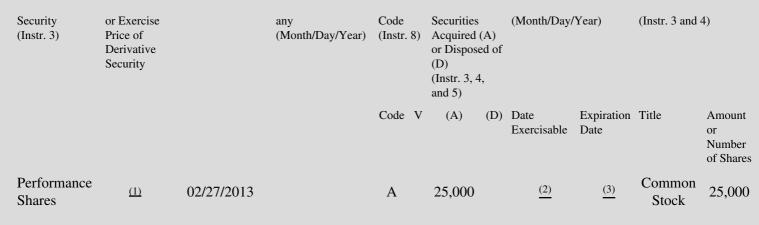
Edgar Filing: Ananias Stephen N - Form 4

Form 4	IN								
February 28, 2013	3								
FORM 4	UNITED	статес	SECU	DITIES	AND FY	СНАМСЕ		T	PPROVAL
		SIAILS		shington				N OMB Number:	3235-0287
Check this box if no longer subject to Section 16.	1ENT OI	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou	•	
Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the I	Public U	Itility Ho	lding Cor		nge Act of 1934, of 1935 or Sectio 940	response	•
(Print or Type Respon	nses)								
1. Name and Address of Reporting Person <u>*</u> Ananias Stephen N			2. Issuer Name and Ticker or Trading Symbol MINDSPEED TECHNOLOGIES,			5. Relationship of Reporting Person(s) to Issuer			
			INC [MSPD]				' (Check all applicable)		
(Last) (14000 MACARTI		Middle)	3. Date of Earliest Transaction Director (Month/Day/Year) Officer (g below) Senior V			ve title 00% Owner below) ice President and CFO			
TOWER							Semor vi	ice i restaent un	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
NEWPORT BEA	ACH, CA 92	660					Person	More than One R	eporting
(City) (State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	insaction Date th/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, -	(A) or of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Report on	a senarate line	for each cl	ass of sec	urities hene	ficially ow	ned directly (or indirectly		
Kenninder. Keport on	a separate fine			unites bene	Perso inform requir	ns who res nation cont red to respo ays a curre	spond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)
	Tabl					posed of, or convertible s	Beneficially Owned securities)	1	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Ananias Stephen N 4000 MACARTHUR BLVD., EAST TOV NEWPORT BEACH, CA 92660	WER		Senior Vice President and CFO				
Signatures							
/s/ Brandi R. Steege, Attorney-in-fact	02/28/2013						

**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) Each performance share represents a contingent right to receive one share of the Company's common stock.

The performance shares become eligible to vest based on the achievement of certain minimum fair market values of the Company's common stock for twenty consecutive market trading days (the "Vesting Trigger Prices") and require the reporting person to continue as a service provider to the Company through the relevant vesting date (the "Service Period Requirement"). The performance shares vest as to

- (2) 33.3% of the award, subject to a Service Period Requirement of one year following the grant date and a \$6.00 Vesting Trigger Price. The performance shares vest as to 33.3% of the award, subject to a Service Period Requirement of two years following the grant date and an \$8.00 Vesting Trigger Price. The performance shares vest as to 33.4% of the award, subject to a Service Period Requirement of three years following the grant date and a \$10.00 Vesting Trigger Price.
- (3) Performance shares that have not vested upon the end of the three year performance period will terminate.

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.