Bajwa Najabat H. Form 4 February 28, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

10% Owner

Other (specify

OMB APPROVAL

response...

Estimated average burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Bajwa Najabat H.

2. Issuer Name and Ticker or Trading

Symbol

MINDSPEED TECHNOLOGIES. INC [MSPD]

3. Date of Earliest Transaction

(Month/Day/Year)

02/27/2013

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

4000 MACARTHUR BLVD., EAST

(Street)

(First)

TOWER

(Last)

(City)

4. If Amendment, Date Original

below) Senior Vice President

6. Individual or Joint/Group Filing(Check

Director

X_ Officer (give title

Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEWPORT BEACH, CA 92660

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Middle)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

Derivative Conversion

1. Title of

(Month/Day/Year) Execution Date, if TransactionDerivative

3. Transaction Date 3A. Deemed

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day/Year) (Instr. 3 and		4)	
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	<u>(1)</u>	02/27/2013		A	15,000	(2)	<u>(3)</u>	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bajwa Najabat H. 4000 MACARTHUR BLVD., EAST TOWER NEWPORT BEACH, CA 92660

Senior Vice President

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.

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