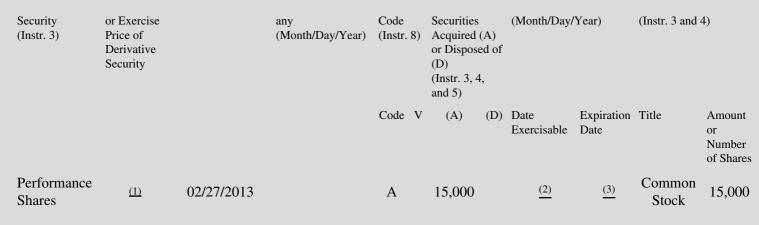
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Form 4										
February 28, 201										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								IPPROVAL		
Washington, D.C. 20549					Number:	3235-0287				
Check this box if no longer subject toSTATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Section 16.Section 16.SECURITIESForm 4 orFiled pursuant to Section 16(a) of the Securities Exchange Act of 19							Estimated burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5		
obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the H	Public U	Jtility Hol	lding Cor		of 1935 or Secti			
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Virk Preetinder S.			2. Issuer Name and Ticker or Trading Symbol MINDSPEED TECHNOLOGIES,				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	INC [MSPD]									
(Last) (First) (Middle) 4000 MACARTHUR BLVD., EAST TOWER			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2013				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President			
(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			
NEWPORT BE	ACH, CA 92	660					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	
	ansaction Date nth/Day/Year)	Execution any	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	(A) or of (D)	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)	
Reminder: Report of	n a constata line	for each cl	ss of see	urities bene	ficially ow	nad diractly	orindirectly			
Kennider, Kepoft of	n a separate fille		155 01 500	unities belle	Perso inform requir	ons who res nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	• Beneficially Owner securities)	d		

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				
Virk Preetinder S. 4000 MACARTHUR BLVD., EAST TOW NEWPORT BEACH, CA 92660	/ER		Senior Vice	President				
Signatures								
/s/ Brandi R. Steege, Attorney-in-fact	02/28/2013							

<u>**</u>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.