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MINDSPEED TECHNOLOGIES, INC Form 4 February 16, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HALIM RAOUF Y Issuer Symbol MINDSPEED TECHNOLOGIES. (Check all applicable) INC [MSPD] _X_ Director 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Other (specify X_Officer (give title (Month/Day/Year) below) below) 4000 MACARTHUR BLVD., EAST 02/14/2006 Chief Executive Officer TOWER (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting NEWPORT BEACH, CA 92660 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Price Amount (D) Common \$ 4,712 02/14/2006 Μ Α 330,597 D 1.67 Stock Common 02/14/2006 S 4,712 D 325,885 D 3.67 Stock Common 02/14/2006 Μ 12,000 A 337,885 D 1 67 Stock Common S D 02/14/2006 12,000 D 325,885 Stock 3.66 Common 02/14/2006 15.000 A 340,885 D Μ Stock

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Common Stock	02/14/2006	S	15,000	D	\$ 3.65	325,885	D	
Common Stock	02/14/2006	М	5,000	А	\$ 1.67	330,885	D	
Common Stock	02/14/2006	S	5,000	D	\$ 3.63	325,885	D	
Common Stock	02/14/2006	М	15,000	А	\$ 1.67	340,885	D	
Common Stock	02/14/2006	S	15,000	D	\$ 3.64	325,885	D	
Common Stock						5,273	Ι	By IRA
Common Stock						8,055	I <u>(1)</u>	By Savings Plan - MSPD

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

Persons who respond to the collection of information contained in this form are not 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)

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. Transactic Code (Instr. 8)	5. Number orDerivative Securities Acquired (<i>A</i> or Disposed (D) (Instr. 3, 4, and 5)	A)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.67	02/14/2006		М	4,7 (2)		06/27/2003	03/22/2006	Common Stock	4,712
Stock Option (Right to Buy)	\$ 1.67	02/14/2006		М	12,0 (2)		06/27/2003	03/22/2006	Common Stock	12,000
	\$ 1.67	02/14/2006		М			06/27/2003	03/22/2006		15,000

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Stock Option (Right to Buy)				15,000 (2)			Common Stock	
Stock Option (Right to Buy)	\$ 1.67	02/14/2006	М	5,000 (2)	06/27/2003	03/22/2006	Common Stock	5,000
Stock Option (Right to Buy)	\$ 1.67	02/14/2006	М	15,000 (2)	06/27/2003	03/22/2006	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
HALIM RAOUF Y 4000 MACARTHUR BLVD. EAST TOWER NEWPORT BEACH, CA 92660	Х		Chief Executive Officer						
Signatures									
/s/ Steven W. Sprecher, Attorney- Halim	02/16/2006								

**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).
- Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a(1) periodic basis pursuant to the Plan, based on the latest information furnished by the Plan Administrator. The shares represented by Company stock fund units under the Plan are held in the employee benefit plan trust established thereunder.
- (2) The reporting person exercised a stock option to purchase an aggregate of 51,172 shares of common stock, which was due to expire on March 22, 2006

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.