

CONEXANT SYSTEMS INC
Form 4
August 23, 2006

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BEALL DONALD R

2. Issuer Name and Ticker or Trading Symbol
CONEXANT SYSTEMS INC
[CNXT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4000 MACARTHUR BLVD.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/22/2006 | | J ⁽¹⁾ | V | 63,526 | A | \$ 0 | 1,643,498 | I | Trustee - Family Trust |

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.

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 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 Number Shares |
| Stock Option (Right to Buy) ⁽²⁾ | \$ 2.2 | 08/22/2006 | | A | 10,000 | 08/22/2007 ⁽³⁾ | 08/22/2016 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 3.45 | | | | | ⁽⁴⁾ | 04/03/2012 | Common Stock | 19,670 |
| Stock Option (Right to Buy) | \$ 2.66 | | | | | 12/09/1997 ⁽⁵⁾ | 12/09/2006 | Common Stock | 267,500 |
| Stock Option (Right to Buy) | \$ 2.66 | | | | | 12/09/1997 | 12/09/2006 | Common Stock | 1,790 |
| Stock Option (Right to Buy) | \$ 2.4 | | | | | 06/26/1999 | 06/26/2008 | Common Stock | 737 |
| Stock Option (Right to Buy) | \$ 2.77 | | | | | ⁽⁴⁾ | 01/04/2009 | Common Stock | 78,680 |
| Stock Option (Right to Buy) | \$ 3.61 | | | | | ⁽⁴⁾ | 02/28/2011 | Common Stock | 19,670 |
| Stock Option (Right to Buy) | \$ 3.44 | | | | | ⁽⁴⁾ | 04/04/2012 | Common Stock | 19,670 |
| Stock Option (Right to Buy) | \$ 1.86 | | | | | ⁽⁴⁾ | 11/29/2012 | Common Stock | 78,670 |

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) Shares were distributed in kind from Rockwell Automation Retirement Savings Plan to the Beall Family Trust.
- (2) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- (3) Options become exercisable in whole or part (but only for a whole number of shares) as to one-fourth of the option shares beginning on this date and as to an additional one-fourth of the option shares beginning on the first, second and third anniversaries thereof.
- (4) Exercise date and vesting details previously disclosed.
- (5) Fully vested and exercisable.

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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