CONEXANT SYSTEMS INC

Form 4

February 22, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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subject to Section 16. Form 4 or

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Form 5 obligations may continue. See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FARRILL F CRAIG Issuer Symbol CONEXANT SYSTEMS INC (Check all applicable) [CNXT] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 4000 MACARTHUR BLVD. 02/21/2007 (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 4. Securities 5. Amount of 6. Ownership 7. Nature of 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial Disposed of (D) (D) or (Month/Day/Year) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 7.152 Stock

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.

D

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. Transacti Code (Instr. 8)	5. Number or Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 2.06	02/21/2007		A	10,000 (1)		02/21/2008(2)	02/21/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.77						<u>(3)</u>	01/04/2009	Common Stock	78,682
Stock Option (Right to Buy)	\$ 3.61						(3)	02/28/2011	Common Stock	19,678
Stock Option (Right to Buy)	\$ 3.45						(3)	04/03/2012	Common Stock	19,67
Stock Option (Right to Buy)	\$ 3.44						<u>(3)</u>	04/04/2012	Common Stock	19,673
Stock Option (Right to Buy)	\$ 1.86						<u>(3)</u>	11/29/2012	Common Stock	78,679
Stock Option (Right to Buy)	\$ 1.12						02/27/2004(3)	02/27/2013	Common Stock	19,669
Stock Option (Right to Buy)	\$ 6.2						(3)	10/06/2013	Common Stock	10,000
Stock Option (Right to Buy)	\$ 7.3						02/25/2005(2)	02/25/2014	Common Stock	10,000

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Stock Option (Right to Buy)	\$ 1.61	08/27/2005(2)	08/27/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.73 <u>(1)</u>	02/23/2006(2)	02/22/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.66 <u>(1)</u>	08/23/2006(2)	08/23/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.9	02/21/2007(2)	02/21/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.2	08/22/2007(2)	08/22/2016	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
• 0	Director	10% Owner	Officer	Other	
FARRILL F CRAIG 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X				

Signatures

By: Jasmina Theodore Boulanger, Attorney-in-fact for

02/21/2007

**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) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- 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.
- (3) Exercise date and vesting details previously disclosed.

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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