

CONEXANT SYSTEMS INC

Form 4

August 21, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
DECKER DWIGHT W2. 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)
08/20/2008☒ 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 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)
Common Stock				(A) or (D)	49,782	D	
Common Stock					10,140	I	CNXT Savings Plan ⁽¹⁾

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

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information contained in this form are not
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(9-02)

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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. 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 of Number of Shares
Stock Option (Right to Buy)	\$ 5.97	08/20/2008		A		2,000		08/20/2009 ⁽²⁾	08/20/2018	Common Stock	2,000
Stock Option (Right to Buy)	\$ 23.8							⁽³⁾	12/03/2007	Common Stock	16,391
Stock Option (Right to Buy)	\$ 27.69							⁽³⁾	01/04/2009	Common Stock	77,640
Stock Option (Right to Buy)	\$ 14.17							⁽³⁾	11/04/2010	Common Stock	30,651
Stock Option (Right to Buy)	\$ 26.31							⁽³⁾	03/29/2011	Common Stock	49,173
Stock Option (Right to Buy)	\$ 34.47							⁽³⁾	04/03/2012	Common Stock	122,940
Stock Option (Right to Buy)	\$ 14.17							⁽³⁾	11/03/2012	Common Stock	18,522
Stock Option (Right to Buy)	\$ 14.9							06/14/2006 ⁽⁴⁾	06/14/2013	Common Stock	47,334
	\$ 16.5							⁽⁵⁾	07/01/2013		30,000

Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 27	02/07/2007 ⁽²⁾	02/07/2014	Common Stock	60,000
Stock Option (Right to Buy)	\$ 5.9	02/20/2009 ⁽²⁾	02/20/2018	Common Stock	2,000
Stock Options (Right to Buy)	\$ 14.1	05/15/2008 ⁽⁶⁾	05/15/2015	Common Stock	60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECKER DWIGHT W 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X			

Signatures

By: Terri A. Aprati,
Attorney-in-fact

08/20/2008

__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 Conexant Systems, Inc. Savings Plan which were acquired on a periodic basis
- (1) 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) 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.
 - (4) Options become exercisable in whole or part (but only for a whole number of shares) as to one-third of the option shares beginning on the first anniversary of the re-grant date, and one-third of option shares on the second and third anniversaries of the re-grant date thereafter.
 - (5) Options become exercisable in whole or part (but only for a whole number of shares) as to one half of the option shares beginning on November 8, 2005 and the remaining one half beginning on November 8, 2006.
 - (6) Options become exerciseable in whole or part (but only in whole number shares) as to 50% of the option shares on the first anniversary of the grant and 25% on each of the second and third anniversaries of the grant.

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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