

SKYWORKS SOLUTIONS, INC.

Form 4

November 19, 2014

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 *
GRIFFIN LIAM

2. Issuer Name and Ticker or Trading Symbol
**SKYWORKS SOLUTIONS, INC.
[SWKS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5221 CALIFORNIA AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2014

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

IRVINE, CA 92617

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/17/2014		<u>M</u> ⁽¹⁾		27,500	A	\$ 23.8
							93,832
Common Stock	11/17/2014		<u>S</u> ⁽¹⁾		11,031	D	\$ 61.56
							82,801
Common Stock	11/17/2014		<u>S</u> ⁽¹⁾		16,469	D	\$ 62.05
							66,332
Common Stock	11/17/2014		<u>M</u> ⁽¹⁾		25,000	A	\$ 19.08
							91,332
	11/17/2014		<u>S</u> ⁽¹⁾		17,151	D	74,181
							D

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Common Stock						\$ 61.65 (4)			
Common Stock	11/17/2014		S ⁽¹⁾	7,849	D	\$ 62.29 (5)	66,332		D
Common Stock	11/17/2014		M ⁽¹⁾	9,000	A	\$ 20.02	75,332		D
Common Stock	11/17/2014		S ⁽¹⁾	3,965	D	\$ 61.58 (6)	71,367		D
Common Stock	11/17/2014		S ⁽¹⁾	5,035	D	\$ 62.09 (7)	66,332		D
Common Stock	11/17/2014		S ⁽¹⁾	17,107	D	\$ 61.58 (8)	49,225		D
Common Stock	11/17/2014		S ⁽¹⁾	18,058	D	\$ 62.11 (9)	31,167		D
Common Stock							11,289 ⁽¹⁰⁾		I
									By 401(k) plan

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

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(9-02)

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 or Number of Shares
Employee Stock Option (right to	\$ 23.8	11/17/2014		M ⁽¹⁾	27,500	⁽¹¹⁾	11/09/2017	Common Stock	27,500

buy)									
Employee Stock Option (right to buy)	\$ 19.08	11/17/2014	M ⁽¹⁾	25,000	<u>(12)</u>	11/10/2018	Common Stock	25,000	
Employee Stock Option (right to buy)	\$ 20.02	11/17/2014	M ⁽¹⁾	9,000	<u>(13)</u>	11/08/2019	Common Stock	9,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFIN LIAM 5221 CALIFORNIA AVENUE IRVINE, CA 92617			President	

Signatures

Robert J. Terry, as Attorney-in-Fact for Liam K. Griffin	11/19/2014
<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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on 8/8/2014.
- (2) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.27 per share to \$61.72 per share.
- (3) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.73 per share to \$62.72 per share.
- (4) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.26 per share to \$61.85 per share.
- (5) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.87 per share to \$62.86 per share.
- (6) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.26 per share to \$61.76 per share.
- (7) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.78 per share to \$62.77 per share.
- (8) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.25 per share to \$61.77 per share.
- (9) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.78 per share to \$62.77 per share.
- (10) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan based on the latest plan statement dated 10/31/2014.
- (11) This stock option vested in four (4) equal installments, beginning on 11/9/2011 and ending on 11/9/2014.
- (12) This stock option vests in four (4) equal installments, beginning on 11/10/2012 and ending on 11/10/2015.
- (13) This stock option vests in four (4) equal installments, beginning on 11/8/2013 and ending on 11/8/2016.

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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