CONEXANT SYSTEMS INC

Form 4 March 13, 2006

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * DECKER DWIGHT W | | | 2. Issuer Name and Ticker or Trading Symbol CONEXANT SYSTEMS INC [CNXT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|---|----------|----------|--|---|--|--|
| (Last) 4000 MACAF | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/09/2006 | _X_ Director 10% Owner Other (specify below) | | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| NEWPORT BEACH, CA 92660 | | | | Form filed by More than One Reporting Person | | |

(City) (State) (Zip) 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 on(A) or Disp (Instr. 3, 4 | osed o | of (D) | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|---|---|---|---|------------------|------------|--|--|---|
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | (IIISU: 4) | |
| Common Stock | 03/09/2006 | | M | 275,000 | A | \$ 2.44 | 609,589 | D | |
| Common Stock | 03/09/2006 | | S | 275,000 | D | \$ 3.22 | 334,589 | D | |
| Common Stock | 03/13/2006 | | M | 294,032 | A | \$ 2.44 | 628,621 | D | |
| Common Stock | 03/13/2006 | | S | 294,032 | D | \$ 3.13 | 334,589 | D | |
| Common Stock | | | | | | | 80,616 | Ι | CNXT Savings Plan (1) |

Edgar Filing: CONEXANT SYSTEMS INC - Form 4

| Common | | | ROK |
|--------|-------|---|----------|
| Stock | 5,745 | I | Savings |
| Stock | | | Plan (2) |

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 required to respond unless the form displays a currently valid OMB control number.

(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 tionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ative Expiration Date ities (Month/Day/Year) ired (A) or ssed of (D) | | 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) | \$ 2.44 | 03/09/2006 | | M(3) | | 275,000 | 03/22/1997 | 03/22/2006 | Common Stock | 275,00 |
| Stock Option (Right to Buy) | \$ 2.44 | 03/13/2006 | | M(3) | | 294,032 | 03/22/1997 | 03/22/2006 | Common Stock | 294,03 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|-------------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| DECKER DWIGHT W 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660 | X | | Chairman of the Board and CEO | | | |
| Signatures | | | | | | |
| By: Jasmina Theodore Boulanger Attorney-in-fact | , | | 03/13/2006 | | | |
| **Signature of Reporting Person | 1 | | Date | | | |

Reporting Owners 2

Edgar Filing: CONEXANT SYSTEMS INC - Form 4

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.
- Shares represented by Company stock fund units under the Rockwell International Corporation Savings Plan which were acquired on a
- (2) 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.
- (3) Stock Option Grant awarded as an employee of Rockwell Semiconductor, Inc., expiring 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.