

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 *
ZOCCO GLUSEPPE

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)

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

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

4000 MACARTHUR BLVD.

08/22/2006

(Street)

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

NEWPORT BEACH, CA 92660

(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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					156,515	D	

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

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SEC 1474 (9-02)

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 or Number of Shares
Stock Option (Right to Buy) ⁽¹⁾	\$ 2.2	08/22/2006		A		10,000		08/22/2007 ⁽²⁾	08/22/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 5.73							02/27/2004 ⁽³⁾	11/17/2006	Common Stock	97,750
Stock Option (Right to Buy)	\$ 10.35							02/27/2004 ⁽³⁾	12/13/2011	Common Stock	35,940
Stock Option (Right to Buy)	\$ 3.68							02/27/2004 ⁽³⁾	06/10/2012	Common Stock	17,970
Stock Option (Right to Buy)	\$ 4.88							02/27/2004 ⁽³⁾	12/31/2013	Common Stock	17,970
Stock Option (Right to Buy)	\$ 7.35							02/27/2005	02/27/2014	Common Stock	40,000
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 ⁽¹⁾							02/23/2006 ⁽²⁾	02/22/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.66 ⁽¹⁾							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

Reporting Owners

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

Signatures

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

08/22/2006

____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.
- (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) The options are fully vested and immediately 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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