

FREESCALE SEMICONDUCTOR INC
 Form 4
 April 26, 2006

FORM 4

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

OMB APPROVAL

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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 *
 Perkins David

(Last) (First) (Middle)

C/O FREESCALE SEMICONDUCTOR, INC., 6501 WILLIAM CANNON DRIVE WEST

(Street)

AUSTIN, TX 78735

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FREESCALE SEMICONDUCTOR INC [FSL]

3. Date of Earliest Transaction (Month/Day/Year)
 04/24/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Senior VP & GM

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	(D)	Price
Freescal Semiconductor, Inc. Class A Common Stock (1)	04/24/2006		A		20,476	A	\$ 0 100,024
Freescal Semiconductor, Inc. Class A Common Stock	04/24/2006		A		10,810	A	\$ 0 110,834

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- (2) Only vested options can be exercised. The option vests at the rate of 25% per year on each anniversary of the grant date so that the option is fully vested on the fourth anniversary of the grant date.

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