

FREESCALE SEMICONDUCTOR INC
 Form 3
 August 08, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Freescal Semiconductor Holdings V, Inc.

(Last) (First) (Middle)

C/O FREESCALE SEMICONDUCTOR, INC., 6501 WILLIAM CANNON DR. WEST, TX32/PL02

(Street)

AUSTIN, TX 78735

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/10/2007

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Freescal Semiconductor, Inc. common stock	1,000	D ⁽¹⁾	
Freescal Semiconductor, Inc. common stock	0.7648	I	In voting trust; see Footnote 2 ⁽²⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freescale Semiconductor Holdings V, Inc. C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DR. WEST, TX32/PL02 AUSTIN, TX 78735	^	^ X	^	^
Freescale Semiconductor Holdings IV, Ltd. C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DR. WEST, TX32/PL02 AUSTIN, TX 78735	^	^ X	^	^
Freescale Semiconductor Holdings III, Ltd. C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DR. WEST, TX32/PL02 AUSTIN, TX 78735	^	^ X	^	^
Freescale Semiconductor Holdings II, Ltd. C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DR. WEST, TX32/PL02 AUSTIN, TX 78735	^	^ X	^	^
Freescale Semiconductor Holdings I, Ltd. C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DR. WEST, TX32/PL02 AUSTIN, TX 78735	^	^ X	^	^
Freescale Holdings L.P. C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DR. WEST, TX32/PL02 AUSTIN, TX 78735	^	^ X	^	^
Freescale Holdings GP, Ltd. C/O FREESCALE SEMICONDUCTOR, INC. 6501 WILLIAM CANNON DR. WEST TX32/PL02 AUSTIN, TX 78735	^	^ X	^	^

Signatures

Freescale Semiconductur Holdings V, Inc. By: John D. Torres by Dathan Voelter under Power of Attorney

08/08/2007

**Signature of Reporting Person

Date

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Freescall Semiconductor Holdings IV, Ltd., By: John D. Torres by Dathan Voelter under Power of Attorney	08/08/2007
**Signature of Reporting Person	Date
Freescall Semiconductor Holdings III, Ltd., By: John D. Torres by Dathan Voelter under Power of Attorney	08/08/2007
**Signature of Reporting Person	Date
Freescall Semiconductor Holdings II, Ltd., By: John D. Torres by Dathan Voelter under Power of Attorney	08/08/2007
**Signature of Reporting Person	Date
Freescall Semiconductor Holdings I, Ltd., By: John D. Torres by Dathan Voelter under Power of Attorney	08/08/2007
**Signature of Reporting Person	Date
Freescall Holdings L.P., By: Freescall Holdings GP, Ltd., its general partner, by Michel Meyer by Dathan Voelter under Power of Attorney	08/08/2007
**Signature of Reporting Person	Date
Freescall Holdings GP, Ltd., By: Michel Mayer by Dathan Voelter under Power of Attorney	08/08/2007
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Freescall Semiconductor Holdings V, Inc. is a wholly-owned subsidiary of Freescall Semiconductor Holdings IV, Ltd. which is a wholly-owned subsidiary of Freescall Semiconductor Holdings III, Ltd. which is a wholly-owned subsidiary of Freescall Semiconductor

(1) Holdings II, Ltd. which is a wholly-owned subsidiary of Freescall Semiconductor Holdings I, Ltd., all of the outstanding common stock of which is owned by Freescall Holdings L.P., the general partner of which is Freescall Holdings GP, Ltd. Each of the reporting owners disclaims beneficial ownership of these securities, except to the extent of its pecuniary interest therein.

The shares are held in a voting trust under the terms of the Voting Trust Agreement by and among Freescall Semiconductor, Inc.,

(2) Firestone Acquisition Holdings Corp. (currently Freescall Semiconductor Holdings V, Inc.) and the stockholders listed therein, dated December 1, 2006.

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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