

FREYMAN BRUCE J

Form 4

November 13, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FREYMAN BRUCE J

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)
11/08/2012

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr.VP- Worldwide Operations

IRVINE, CA 92617

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
____ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/09/2012		A	(A) or (D) Amount 23,589 (1)	\$ 0	67,915	D
Common Stock	11/09/2012		F	(2) 11,012	\$ 20.57	56,903	D
Common Stock	11/12/2012		A	(3) 25,740	\$ 0	82,643	D
Common Stock	11/12/2012		F	(2) 12,016	\$ 20.81	70,627	D
Common Stock	11/12/2012		A	(4) 19,105	\$ 0	89,732	D

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Common Stock	11/12/2012	F	8,919 (2)	D	\$ 20.81	80,813	D	
Common Stock						6 (5)	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 Buy)	\$ 20.02	11/08/2012		A		36,000		<u>(6)</u>	11/08/2019	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FREYMAN BRUCE J 5221 CALIFORNIA AVENUE IRVINE, CA 92617	Sr.VP- Worldwide Operations

Signatures

Robert J. Terry, as Attorney-In-Fact for Bruce J. Freyman 11/13/2012

**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).

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- Represents 23,589 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 9,
- (1) 2010. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2011.
- (2) Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.
- Represents 25,740 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 10,
- (3) 2009. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2010.
- Represents 19,105 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 10,
- (4) 2011. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2012.
- (5) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan. The information in this report is based on the latest plan statement dated 10/31/2012.
- (6) 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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