

CONEXANT SYSTEMS INC

Form 4

February 08, 2006

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5Check 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 *
OREILLY DENNIS E2. 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)

4000 MACARTHUR BLVD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2006☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) SVP,CLO & Secretary

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

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**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	106,209	D	
Common Stock				(A) or (D)	4,757	I	CNXT Savings Plan ⁽¹⁾

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)

Edgar Filing: CONEXANT SYSTEMS INC - Form 4

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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 2.7	02/07/2006		A		125,000 (2)		02/07/2007(2)	02/07/2014	Common Stock	125,0
Stock Option (Right to Buy)	\$ 2.77							(3)	01/04/2009	Common Stock	233,4
Stock Option (Right to Buy)	\$ 2.63							(3)	03/30/2009	Common Stock	109,4
Stock Option (Right to Buy)	\$ 2.63							(3)	03/29/2011	Common Stock	33,0
Stock Option (Right to Buy)	\$ 3.45							(3)	04/03/2012	Common Stock	196,7
Stock Option (Right to Buy)	\$ 1.42							(3)	11/03/2012	Common Stock	98,3
Stock Option (Right to Buy)	\$ 1.49							06/14/2006(3)	06/14/2013	Common Stock	333,5

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
SVP,CLO & Secretary

OREILLY DENNIS E
4000 MACARTHUR BLVD.
NEWPORT BEACH, CA 92660

Signatures

By: Jasmina Theodore Boulanger,
Attorney-in-fact

02/07/2006

__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).

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.
- (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) Exercise date and vesting details previously disclosed.

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.