

CONEXANT SYSTEMS INC

Form 4

April 16, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MERCER D SCOTT

(Last) (First) (Middle)

4000 MACARTHUR BLVD.

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CONEXANT SYSTEMS INC
[CNXT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/14/2008

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)

Chief Executive Officer

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)
Restricted Stock Units (Time Vested)	04/14/2008		A	2,000,000	A <u>11</u> 2,000,000	D	
Common Stock					50,000	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)

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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)	8. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.89					(2) 05/09/2013	Common Stock	39,340
Stock Option (Right to Buy)	\$ 6.2					(2) 10/06/2013	Common Stock	10,000
Stock Option (Right to Buy)	\$ 7.3					02/25/2005(3) 02/25/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.61					08/27/2005(3) 08/27/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.73					02/23/2006(3) 02/22/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.66					08/23/2006(3) 08/23/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.9					02/21/2007(3) 02/21/2016	Common Stock	10,000
Stock Option (Right to	\$ 2.2					08/22/2007(3) 08/22/2016	Common Stock	10,000

Buy)

Stock Option (Right to Buy)	\$ 2.06	02/21/2008 ⁽³⁾	02/21/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.15	08/21/2008 ⁽³⁾	08/21/2017	Common Stock	10,000
Stock Option (Right to Buy)	\$ 0.59	02/20/2009 ⁽³⁾	02/20/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERCER D SCOTT 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X		Chief Executive Officer	

Signatures

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

04/15/2008

__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) The Restricted Stock Units will vest in two equal installments on October 14, 2008 and April 14, 2009.

(2) Exercise date and vesting details previously disclosed.

(3) 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.

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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