### BEALL DONALD R Form 4 April 02, 2003 SEC Form 4

FORM 4		UN	ITED STATES (	OMB APPROVAL							
[ ] Check this box if no longer subject to Section 16. Form 4			W								
or Form 5 obligations may continue. <i>See</i> Instruction 1(b).		~	ATEMENT OF CHA	OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden							
(Print or Type Responses)			pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility ding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								
Ho 1. Name and Address of Reporting Person* Beall, Donald R.		2. Issu	company Act of 1935 or er Name and Ticker or ' cant Systems, Inc. CN	Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle) 5 Civic Plaza, Suite 320		3. I.R. Nur Pers	S. Identification nber of Reporting son, if an entity luntary)	<ul> <li>4. Statement for Month/Day/Year</li> <li>April 01, 2003</li> </ul>		X Director 10% Owner Officer Other 7. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) Newport Beach, CA 92660-956 (City) (State) (Zip) USA		-		5. If Amendment, Date of Original (Month/Day/Year)		<ul> <li>X Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting Person</li> </ul>					
Table I - Non-Deriva	ative Securi	ties Acqui	red, Disposed of, or Be	neficially Own	ed						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8) Code   V	4. Securities Acquir (A) or Disposed (D) Of (Instr. 3, 4, and 5) Amount   A/D   Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner- ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	03/31/2003			<b>A</b>	7,005(1)   A   \$1.4900	1,251,54	3 I	Trustee - Family Trust			
Common Stock						63,38	7 I	By Savings Plan (2)			
Common Stock						2,80	0 I	Trustee - Mother (3)			
Common Stock						6,17	6 I	Trustee - Son (3)			

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.

(over) SEC 1474 (9-02)

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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# Form 4 (continued)

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. Conver-	1	3A. Deemed	4. Transaction Code and Voluntary (V) Code (Instr.8) Code   V		(Month/Day/Year)	Underlying Securities	of	Reported	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
Stock Option (Right to Buy)	\$2.5932						Common Stock - 321,986		321,986	D	
Stock Option (Right to Buy)	\$3.2723						Common Stock - 271,996		271,996	D	
Stock Option (Right to Buy)	\$3.2725						Common Stock - 1,824		1,824	D	
Stock Option (Right to Buy)	\$2.9412						Common Stock - 750		750	D	
Stock Option (Right to Buy)	\$3.4000						Common Stock - 80,000		80,000	D	
Stock Option (Right to Buy)	\$4.4279						Common Stock - 20,000		20,000	D	
Stock Option (Right to Buy)	\$4.2327						Common Stock - 20,000		20,000	D	
Stock Option (Right to Buy)	\$4.2291						Common Stock - 20,000		20,000	D	
Stock Option (Right to Buy)	\$2.2800						Common Stock - 80,000		80,000	D	
Stock Option (Right to Buy)	\$1.3700						Common Stock - 20,000		20,000	D	

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Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see Instruction 6 for procedure.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

By: Jasmina Theodore Boulanger,

**Power of Attorney** 

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#### Form 4 (continued)

#### FOOTNOTE Descriptions for Conexant Systems, Inc. CNXT

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Donald R. Beall 5 Civic Plaza, Suite 320

Newport Beach, CA 92660-956

Explanation of responses:

(1) Shares granted as compensation for services as a Director under the Directors Stock Plan.

(2) Shares represented by Company stock fund units under the Rockwell International Corporation Savings Plan which were acquired on a periodic basis 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.

(3) The undersigned disclaims beneficial ownership of these shares

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