

RHODES F MATTHEW

Form 4

November 16, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 RHODES F MATTHEW

2. 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)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/14/2005

4. If Amendment, Date Original
 Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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)
			Code	V Amount (D) Price			
Common Stock					21,674	D	
Common Stock					418	I	By IRA
Common Stock					6,756	I	CNXT Savings Plan ⁽¹⁾

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

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 information contained in this form are not
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SEC 1474
 (9-02)

displays a currently valid OMB control number.

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 Number Shares
Common Stock Share Equivalents - CNXT	<u>(2)</u>	11/14/2005		J	V 201	<u>(2)</u> <u>(2)</u>	Common Stock 20
Stock Option (Right to Buy)	\$ 2.77					<u>(3)</u> 01/04/2009	Common Stock 245,
Stock Option (Right to Buy)	\$ 1.42					<u>(3)</u> 11/04/2010	Common Stock 13,0
Stock Option (Right to Buy)	\$ 2.63					<u>(3)</u> 03/29/2011	Common Stock 147,
Stock Option (Right to Buy)	\$ 3.45					<u>(3)</u> 04/03/2012	Common Stock 295,
Stock Option (Right to Buy)	\$ 2.15					<u>(3)</u> 05/06/2012	Common Stock 777,
Stock Option (Right to Buy)	\$ 1.42					<u>(3)</u> 11/03/2012	Common Stock 170,
Stock Option	\$ 1.49					06/14/2006 ⁽⁴⁾ 06/14/2013	Common Stock 1,320

(Right to
Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RHODES F MATTHEW 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660			President	

Signatures

By: Jasmina Theodore Boulanger,
Attorney-in-fact

11/16/2005

__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) Since the date of the reporting person's last report, a withdrawal of reporting person's contribution before the purchase of stock (share equivalent) was made, having an approximate value of \$462.67.
 - (3) Exercise date and vesting details previously disclosed.
 - (4) Options become exercisable in whole or part (but only for a whole number of shares) as to one-third of the option shares beginning on the first anniversary of the re-grant date, and one-third of option shares on the second and third anniversaries of the re-grant date thereafter.

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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