

CONEXANT SYSTEMS INC
Form 4
February 08, 2006

FORM 4

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

OMB APPROVAL

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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 *
DECKER DWIGHT W

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 334,589 | D | |
| Common Stock | | | | | 80,616 | I | CNXT Savings Plan ⁽¹⁾ |
| Common Stock | | | | | 5,745 | I | ROK Savings Plan ⁽²⁾ |

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

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|----------------|-----|--|-----------------|---|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | |
| Stock Option (Right to Buy) | \$ 2.7 | 02/07/2006 | | A | | 600,000 (3) | | 02/07/2007(3) | 02/07/2014 | Common Stock |
| Common Stock Share Equivalents - ROK (4) | \$ 0 | | | | | | | (4) | (4) | Common Stock |
| Stock Option (Right to Buy) | \$ 2.44 | | | | | | | (5) | 03/22/2006 | Common Stock |
| Stock Option (Right to Buy) | \$ 2.67 | | | | | | | (5) | 12/09/2006 | Common Stock |
| Stock Option (Right to Buy) | \$ 2.49 | | | | | | | (5) | 07/02/2007 | Common Stock |
| Stock Option (Right to Buy) | \$ 2.38 | | | | | | | (5) | 12/03/2007 | Common Stock |
| Stock Option (Right to Buy) | \$ 2.77 | | | | | | | (5) | 01/04/2009 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.42 | | | | | | | (5) | 11/04/2010 | Common Stock |

| | | | | |
|-----------------------------|---------|---------------|------------|--------------|
| Stock Option (Right to Buy) | \$ 2.63 | (5) | 03/29/2011 | Common Stock |
| Stock Option (Right to Buy) | \$ 3.45 | (5) | 04/03/2012 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.42 | (5) | 11/03/2012 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.49 | 06/14/2006(6) | 06/14/2013 | Common Stock |
| Stock Option (Right to Buy) | \$ 1.65 | (7) | 07/01/2013 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DECKER DWIGHT W 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660 | X | | Chairman of the Board and CEO | |

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).

(1) Shares represented by Company stock fund units under the Conexant Systems, Inc. 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.

(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) 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.

(4)

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Share equivalents credited under one or more Rockwell International Corporation supplemental savings plans, the value (based on market value at or near the time of payment) of which is payable in cash upon retirement or after termination of employment. This information is based on the latest information furnished by the Plan Administrator.

- (5) Exercise date and vesting details previously disclosed.
- (6) 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.
- (7) Options become exercisable in whole or part (but only for a whole number of shares) as to one half of the option shares beginning on November 8, 2005 and the remaining one half beginning on November 8, 2006.

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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