

SKYWORKS SOLUTIONS INC  
 Form 4  
 November 09, 2006

**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 \*  
**WATERS GREGORY L**

2. Issuer Name and Ticker or Trading Symbol  
**SKYWORKS SOLUTIONS INC [SWKS]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**20 SYLVAN ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/07/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive Vice President**

**WOBURN, MA 01801**  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |
| Common Stock                    | 11/07/2006                           |  | A                              |   | 37,500 <sup>(1)</sup> \$ 0  | D  |                                   |
| Common Stock                    | 11/07/2006                           |  | F                              |   | 7,938 \$ 6.73   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 4,603 <sup>(3)</sup>  | I  | By 401(k) plan                    |

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

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SEC 1474 (9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock (Right to Buy)                | \$ 6.73  | 11/07/2006                           |  | A                              | 75,000  | <sup>(4)</sup> 11/07/2013                                | Common Stock  | 75,000                     |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| WATERS GREGORY L<br>20 SYLVAN ROAD<br>WOBURN, MA 01801 |               |           | Executive Vice President |       |

## Signatures

Robert J. Terry,  
Attorney-In-Fact

11/09/2006

\_\_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) Restricted stock granted under the Skyworks Solutions, Inc. 2005 Long-Term Incentive Plan. Stock vests over four (4) years in three (3) equal installments, beginning on 11/07/2008 and ending on 11/07/2010; provided, however, that if the percentage change in the price of Skyworks' common stock meets certain annual performance targets, 1/3 of the restricted shares could vest as early as 11/07/2007, and another 1/3 could vest as early as 11/07/2008, such that 100% of the grant could be vested by such date.
  - (2) This total includes 1,000 shares of common stock acquired by the reporting person pursuant to the Skyworks Solutions, Inc. Employee Stock Purchase Plan since the last report.
  - (3) This total represents the number of shares of common stock held by the reporting person in the Skyworks Solutions, Inc. 401(k) plan. The information in this report is based on the latest plan statement dated 11/03/2006.
  - (4) Stock option granted under the Company's 2005 Long-Term Incentive Plan. The stock option vests in four (4) equal installments, beginning on 11/07/2007 and ending on 11/07/2010.

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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