

WATERS GREGORY L
 Form 4
 November 10, 2010

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)
 11/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & GM, Front-End Solutions

WOBURN, MA 01801

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

(City) (State) (Zip)

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 Price | | |
| Common Stock | 11/08/2010 | | F | | 8,350 ⁽¹⁾ D \$ 23.87 | D | |
| Common Stock | 11/08/2010 | | M | | 20,000 ⁽²⁾ A \$ 0 ⁽²⁾ | D | |
| Common Stock | 11/08/2010 | | F | | 8,350 ⁽³⁾ D \$ 23.87 | D | |
| Common Stock | 11/08/2010 | | M | | 100,000 A \$ 9.18 | D | |
| Common Stock | 11/08/2010 | | S | | 100,000 D \$ 23.45 ⁽⁴⁾ | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------|---|--------------------|-----------|---|----------------|
| Common Stock | 11/08/2010 | M | 64,530 | A | \$ 8.93 | 239,556 | D | |
| Common Stock | 11/08/2010 | S | 64,530 | D | \$ 23.45 (4) | 175,026 | D | |
| Common Stock | 11/08/2010 | M | 25,000 | A | \$ 7.18 | 220,026 | D | |
| Common Stock | 11/08/2010 | S | 25,000 | D | \$ 23.45 (4) | 175,026 | D | |
| Common Stock | 11/10/2010 | A | 28,560 (5) | A | \$ 0 | 203,586 | D | |
| Common Stock | 11/10/2010 | F | 11,924 (6) | D | \$ 23.8 | 191,662 | D | |
| Common Stock | | | | | | 8,669 (7) | 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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(9-02)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Performance Rights | (2) | 11/08/2010 | | M | 20,000 | (2) | 11/06/2010 | Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 9.18 | 11/08/2010 | | M | 100,000 | (8) | 01/07/2014 | Common Stock | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 8.93 | 11/08/2010 | | M | 64,530 | (9) | 11/10/2014 | Common Stock | 64,530 |

Employee
 Stock Option \$ 7.18 11/08/2010 M 25,000 (10) 11/04/2015 Common Stock 25,000
 (Right to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WATERS GREGORY L 20 SYLVAN ROAD WOBURN, MA 01801 | | | EVP & GM, Front-End Solutions | |

Signatures

Robert J. Terry, 11/10/2010
 attorney-in-fact
 **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) Transfer of common stock to Skyworks of the number of shares of common stock determined to be sufficient to satisfy tax withholding obligations incurred as a result of the vesting of an award of 20,000 shares of restricted common stock that had been granted to the reporting person under the Skyworks' 2005 Long Term Incentive Plan on 6/10/09.
- (2) Receipt of shares underlying performance rights was based on a comparison of (x) the change in Skyworks' common stock price to (y) the change in the price of the common stock of companies in a peer group over a three year period. The change in price of each company's common stock was determined by comparing its average stock price for the 90 day period beginning 11/6/07 to its average stock price for the 90 day period ending 11/6/10. Because Skyworks determined that the percentage change in Skyworks' stock price during the periods mentioned in the previous sentence exceeded the 70th percentile of the peer group, both the "target" metric under the performance rights covering 20,000 shares and the "stretch" metric under the performance rights covering another 20,000 shares were deemed to have been met. The reporting person received 20,000 of such shares on 11/8/10 and, will receive the remaining 20,000 of such shares on 11/7/11, so long as he remains employed with Skyworks.
- (3) Transfer of common stock to the issuer of the number of shares determined to be sufficient to satisfy tax withholding obligations incurred as a result of the settlement of the Performance Rights discussed in the previous footnote and the resulting issuance of 20,000 shares of common stock to the reporting person on 11/8/10.
- (4) The price reflects the average selling price. Actual sale prices ranged from \$23.11 per share to \$23.75.
- (5) Represents 28,560 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 10, 2009. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2010.
- (6) Transfer to Skyworks of the number of shares of common stock determined to be sufficient to satisfy tax withholding obligations related to the settlement of the performance share award discussed in the previous footnote and the resulting issuance of 28,560 shares of common stock on 11/10/10.
- (7) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks 401(k) plan as of the most recent practicable date. The information in this report is based on the latest plan statement dated 11/9/10.
- (8) This stock option vested in four (4) equal installments, beginning on 1/7/05 and ending on 1/7/08.
- (9) This stock option vested in four (4) equal installments, beginning on 11/10/05 and ending on 11/10/08.
- (10) This stock option vests in four (4) equal intallments, beginning on 11/4/09 and ends on 11/4/12.

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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