

FREYMAN BRUCE J
Form 4
November 15, 2011

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 *
FREYMAN BRUCE J

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)
5221 CALIFORNIA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SR. VP - WW Operations

IRVINE, CA 92617
(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 11/10/2011 | | A | 2,550 (1) \$ 0 | 104,744 | D | |
| Common Stock | 11/10/2011 | | F | 1,191 (2) \$ 19.08 | 103,553 | D | |
| Common Stock | 11/10/2011 | | A | 25,740 (3) \$ 0 | 129,293 | D | |
| Common Stock | 11/10/2011 | | F | 12,016 (2) \$ 19.08 | 117,277 | D | |
| Common Stock | | | | | 6,406 (4) | I | By 401(k) plan |

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 19.08 | 11/10/2011 | | A | 45,000 | ⁽⁵⁾ 11/10/2018 | Common Stock 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| FREYMAN BRUCE J 5221 CALIFORNIA AVENUE IRVINE, CA 92617 | SR. VP - WW Operations |

Signatures

Robert J. Terry, as attorney-in-fact for Bruce Freyman
 11/15/2011
 __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) Unrestricted stock award under the Issuer's 2005 Long-Term Incentive Plan made as partial payment for an amount due to the Reporting Person under the Issuer's Fiscal 2011 Executive Incentive Plan.
- (2) Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.
- (3) Represents 25,740 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

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achievement by the Issuer of certain pre-established performance metrics for fiscal year 2010.

- (4) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks 401(k) plan. The information in this report is based on the latest plan statement dated 10/31/2011.
- (5) This stock option vests in four (4) equal installments, beginning on 11/10/12 and ending on 11/10/15.

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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