

ALLEN SCOTT L  
 Form 4  
 March 04, 2003  
 SEC Form 4

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>
<p>1. Name and Address of Reporting Person*</p> <p><b>Allen, Scott L.</b></p> <hr/> <p>(Last) (First)                  (Middle)  <b>4311 Jamboree Road</b></p> <hr/> <p>(Street)  <b>Newport Beach, CA 92660</b></p> <hr/> <p>(City) (State)                  (Zip)  <b>USA</b></p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Conexant Systems, Inc. CNXT</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p>_____ Director _____ 10% Owner  <input checked="" type="checkbox"/> Officer _____ Other  <u><b>Vice President, Communications</b></u></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
<p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for Month/Day/Year</p> <p><b>March 03, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	

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 and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (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)
Common Stock	02/28/2003		A   V	1000(I)   A   \$1.1985	4848	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(over)  
 SEC 1474 (9-02)

**Allen, Scott L. - March 03, 2003**

**Form 4 (continued)**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable(DE) and	7. Title and Amount of	8. Price of	9. Number of Derivative	10. Owner-	11. Nature of Indirect

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Security (Instr. 3)	Exercise Price of Derivative Security	Date (Month/Day/Year)	Date, if any (Month/Day/Year)	Code and Voluntary Code (Instr.8)	Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	Expiration Date(ED) (Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr.5)	Securities Beneficially Owned Following Reported Transactions (Instr.4)	ship Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4)	Beneficial Ownership (Instr.4)
				Code   V		(DE)   (ED)					
Stock Option (Right to Buy)	\$3.2306						Common Stock - 26,436		26,436	D	
Stock Option (Right to Buy)	\$4.2327						Common Stock - 35,000		35,000	D	
Stock Option (Right to Buy)	\$7.9069						Common Stock - 4,252		4,252	D	
Stock Option (Right to Buy)	\$3.2306						Common Stock - 33,564		33,564	D	
Stock Option (Right to Buy)	\$4.2327						Common Stock - 16,507		16,507	D	
Stock Option (Right to Buy)	\$1.7400						Common Stock - 50,000		50,000	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: Jasmina Theodore Boulanger,**  
**Attorney-in-fact** -  
**03-03-2003**

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Power of Attorney**

Page 2

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**Allen, Scott L. - March 03, 2003**

**Form 4 (continued)**

**FOOTNOTE Descriptions for Conexant Systems, Inc. CNXT**

Form 4 - March 2003

Scott L. Allen  
4311 Jamboree Road  
Newport Beach, CA 92660

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**Explanation of responses:**

(1) Shares acquired pursuant to the Conexant Systems, Inc. 2001 Employee Stock Purchase Plan.

Page 3