

FARRILL F CRAIG

Form 4

February 23, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FARRILL F CRAIG

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)
02/22/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

NEWPORT BEACH, CA 92660

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	7,152	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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
Stock Option (Right to Buy)	\$ 1.66 ⁽¹⁾							08/23/2006 ⁽²⁾	08/23/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.9	02/22/2006		A		10,000 ⁽¹⁾		02/21/2007 ⁽²⁾	02/21/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.77							⁽³⁾	01/04/2009	Common Stock	78,682
Stock Option (Right to Buy)	\$ 3.61							⁽³⁾	02/28/2011	Common Stock	19,673
Stock Option (Right to Buy)	\$ 3.45							⁽³⁾	04/03/2012	Common Stock	19,673
Stock Option (Right to Buy)	\$ 3.44							⁽³⁾	04/04/2012	Common Stock	19,673
Stock Option (Right to Buy)	\$ 1.86							⁽³⁾	11/29/2012	Common Stock	78,679
Stock Option (Right to Buy)	\$ 1.12							02/27/2004 ⁽³⁾	02/27/2013	Common Stock	19,669
Stock Option (Right to Buy)	\$ 6.2							⁽³⁾	10/06/2013	Common Stock	10,000

Stock Option (Right to Buy)	\$ 7.3	02/25/2005 ⁽²⁾	02/25/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.61	08/27/2005 ⁽²⁾	08/27/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.73 ⁽¹⁾	02/23/2006 ⁽²⁾	02/22/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FARRILL F CRAIG 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X			

Signatures

By: Jasmina Theodore Boulanger,
Attorney-in-fact

02/22/2006

__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 granted as compensation for services as a Director under the Directors Stock Plan.
- (2) 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.
- (3) Exercise date and vesting details previously disclosed.

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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