

CONEXANT SYSTEMS INC

Form 4

August 23, 2006

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

OMB APPROVAL

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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 \*  
BEALL DONALD R2. 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)  
08/22/2006☒ 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 Ownership (Instr. 4)
Common Stock	08/22/2006		J <sup>(1)</sup>	V 63,526 A \$ 0	1,643,498	I	Trustee - Family Trust

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**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 Number Shares
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 2.2	08/22/2006		A		10,000		08/22/2007 <sup>(3)</sup>	08/22/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 3.45							<sup>(4)</sup>	04/03/2012	Common Stock	19,670
Stock Option (Right to Buy)	\$ 2.66							12/09/1997 <sup>(5)</sup>	12/09/2006	Common Stock	267,500
Stock Option (Right to Buy)	\$ 2.66							12/09/1997	12/09/2006	Common Stock	1,790
Stock Option (Right to Buy)	\$ 2.4							06/26/1999	06/26/2008	Common Stock	737
Stock Option (Right to Buy)	\$ 2.77							<sup>(4)</sup>	01/04/2009	Common Stock	78,680
Stock Option (Right to Buy)	\$ 3.61							<sup>(4)</sup>	02/28/2011	Common Stock	19,670
Stock Option (Right to Buy)	\$ 3.44							<sup>(4)</sup>	04/04/2012	Common Stock	19,670
Stock Option (Right to Buy)	\$ 1.86							<sup>(4)</sup>	11/29/2012	Common Stock	78,670

Stock Option (Right to Buy)	\$ 1.12	02/27/2004 <sup>(4)</sup>	02/27/2013	Common Stock	19,66
Stock Option (Right to Buy)	\$ 6.2	<sup>(4)</sup>	10/06/2013	Common Stock	10,00
Stock Option (Right to Buy)	\$ 7.3	02/25/2005 <sup>(3)</sup>	02/25/2014	Common Stock	10,00
Stock Option (Right to Buy)	\$ 1.61	08/27/2005 <sup>(3)</sup>	08/27/2014	Common Stock	10,00
Stock Option (Right to Buy)	\$ 1.73 <sup>(2)</sup>	02/23/2006 <sup>(3)</sup>	02/22/2015	Common Stock	10,00
Stock Option (Right to Buy)	\$ 1.66 <sup>(2)</sup>	08/23/2006 <sup>(3)</sup>	08/23/2015	Common Stock	10,00
Stock Option (Right to Buy) <sup>(2)</sup>	\$ 2.9	02/21/2007 <sup>(3)</sup>	02/21/2016	Common Stock	10,00

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEALL DONALD R 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X			

## Signatures

By: Jasmina Theodore Boulanger,  
Attorney-in-fact for

08/23/2006

                    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 were distributed in kind from Rockwell Automation Retirement Savings Plan to the Beall Family Trust.
- (2) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- (3) 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.
- (4) Exercise date and vesting details previously disclosed.
- (5) Fully vested and exercisable.

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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