

CONEXANT SYSTEMS INC

Form 4

August 21, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
BILODEAU STEVEN J

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)
 08/20/2008

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

NEWPORT BEACH, CA 92660

(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)
				(A) or (D)			
				Code V Amount	Price		

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------------	------------------------------	---	---	------------------------	-----------------	--	---

Edgar Filing: CONEXANT SYSTEMS INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Stock Option (Right to Buy)	\$ 48.8						12/31/2003 ⁽¹⁾	12/31/2013	Common Stock	3,594		
Stock Option (Right to Buy)	\$ 73.5						02/27/2005 ⁽²⁾	02/27/2014	Common Stock	4,000		
Stock Option (Right to Buy)	\$ 16.1						08/27/2005 ⁽²⁾	08/27/2014	Common Stock	1,000		
Stock Option (Right to Buy)	\$ 17.3 ⁽³⁾						02/23/2006 ⁽²⁾	02/22/2015	Common Stock	1,000		
Stock Option (Right to Buy)	\$ 16.6 ⁽³⁾						08/23/2006 ⁽²⁾	08/23/2015	Common Stock	1,000		
Stock Option (Right to Buy)	\$ 29						02/21/2007 ⁽²⁾	02/21/2016	Common Stock	1,000		
Stock Option (Right to Buy)	\$ 22						08/22/2007 ⁽²⁾	08/22/2016	Common Stock	1,000		
Stock Option (Right to Buy) ⁽³⁾	\$ 20.6						02/21/2008 ⁽²⁾	02/21/2017	Common Stock	1,000		
Stock Option (Right to	\$ 11.5						08/21/2008 ⁽²⁾	08/21/2017	Common Stock	1,000		

Buy)

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 5.9

02/20/2009⁽²⁾

02/20/2018

Common
Stock

1,000

Stock

Option
(Right to
Buy) ⁽³⁾

\$ 5.97

08/20/2009⁽²⁾08/20/2018⁽²⁾Common
Stock

1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BILODEAU STEVEN J 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X			

Signatures

/s/ Bilodeau,
Steven J.

08/20/2008

 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) The options vested and became exercisable as follows: 50% on 12/31/2003 and 50% on 2/27/2004 (the effective time of the merger with Conexant Systems, Inc.
- (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) Shares granted as compensation for services as a Director under the Directors Stock Plan.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.