

CONEXANT SYSTEMS INC

Form 4

November 10, 2008

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MERCER D SCOTT

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)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

Chief Executive Officer

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)
Common Stock	11/07/2008		P	33,730	A	\$ 1.57	58,730 D
Common Stock (Restricted Stock Units (Time Vested) ⁽¹⁾						164,250	D

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**

SEC 1474
(9-02)

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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)		8. 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)	\$ 18.89					(2)	05/09/2013	Common Stock	3,934	
Stock Option (Right to Buy)	\$ 61.99					(2)	10/06/2013	Common Stock	1,000	
Stock Option (Right to Buy)	\$ 73					02/25/2005(3)	02/25/2014	Common Stock	1,000	
Stock Option (Right to Buy)	\$ 16.1					08/27/2005(3)	08/27/2014	Common Stock	1,000	
Stock Option (Right to Buy)	\$ 17.3					02/23/2006(3)	02/22/2015	Common Stock	1,000	
Stock Option (Right to Buy)	\$ 16.6					08/23/2006(3)	08/23/2015	Common Stock	1,000	
Stock Option (Right to Buy)	\$ 29					02/21/2007(3)	02/21/2016	Common Stock	1,000	

Buy)

Stock Option (Right to Buy)	\$ 22	08/22/2007 ⁽³⁾	08/22/2016	Common Stock	1,000
Stock Option (Right to Buy)	\$ 20.6	02/21/2008 ⁽³⁾	02/21/2017	Common Stock	1,000
Stock Option (Right to Buy)	\$ 11.5	08/21/2008 ⁽³⁾	08/21/2017	Common Stock	1,000
Stock Option (Right to Buy)	\$ 5.9	02/20/2009 ⁽³⁾	02/20/2018	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERCER D SCOTT 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X		Chief Executive Officer	

Signatures

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

11/10/2008

__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 Restricted Stock Units will vest in two equal installments on October 14, 2008 and April 14, 2009.

(2) Exercise date and vesting details previously disclosed.

(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.

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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