

CONEXANT SYSTEMS INC

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 *
DEB DIPANJAN

(Last) (First) (Middle)

C/O CONEXANT SYSTEMS
INC., 4000 MACARTHUR BLVD.

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CONEXANT SYSTEMS INC
[CNXT]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
			Code	V Amount (D) Price			

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(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	02/21/2006	D ⁽¹⁾			10,000	⁽¹⁾	08/23/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.96	02/21/2006	A ⁽¹⁾		10,000		02/22/2006	02/22/2011	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.61	02/21/2006	D ⁽²⁾			10,000	⁽²⁾	08/27/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.96	02/21/2006	A ⁽²⁾		10,000		02/22/2006	02/22/2011	Common Stock	10,000
Stock Option (Right to Buy)	\$ 1.73	02/21/2006	D ⁽³⁾			10,000	⁽³⁾	02/22/2015	Common Stock	10,000
Stock Option (Right to Buy)	\$ 2.96	02/21/2006	A ⁽³⁾		10,000		02/22/2006	02/22/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEB DIPANJAN C/O CONEXANT SYSTEMS INC. 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X			

Signatures

/s/ Jasmina Theodore Boulanger,
Attorney-in-Fact

02/23/2006

 **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).

The first two transactions reported above involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on 8/23/05 and provided for vesting in four equal annual installments commencing on the first anniversary of the grant date.

The third and fourth transactions reported above involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on 8/27/04 and provided for vesting in four equal annual installments commencing on the first anniversary of the grant date.

The fifth and sixth transactions reported above involved an amendment of an outstanding option, resulting in the deemed cancellation of the original option and the grant of a replacement option. The option was originally granted on 2/23/05 and provided for vesting in four equal annual installments commencing on the first anniversary of the grant date.

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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