

WATERS GREGORY L
Form 4
December 03, 2010

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

OMB APPROVAL
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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 *
WATERS GREGORY L

2. Issuer Name and Ticker or Trading Symbol
SKYWORKS SOLUTIONS INC
[SWKS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
20 SYLVAN ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & GM, Front-End Solutions

WOBURN, MA 01801

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/01/2010 | | M | 18,750 A \$ 6.73 | 213,180 | D | |
| Common Stock | 12/01/2010 | | S | 18,750 D \$ 26.03 (1) | 194,430 | D | |
| Common Stock | 12/01/2010 | | M | 37,500 A \$ 9.33 | 231,930 | D | |
| Common Stock | 12/01/2010 | | S | 37,500 D \$ 26.03 (1) | 194,430 | D | |
| | 12/01/2010 | | M | 20,000 A | 214,430 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|-------|-----|-------|---------|----------------|
| Common Stock | | | | | \$ | | | | |
| | | | | | 12.07 | | | | |
| Common Stock | 12/01/2010 | | S | 20,000 | D | \$ | 26.03 | 194,430 | D |
| | | | | | | (1) | | | |
| Common Stock | 12/01/2010 | | S | 17,062 | D | \$ | 25.97 | 177,368 | D |
| | | | | | | (2) | | | |
| Common Stock | 12/01/2010 | | S | 12,742 | D | \$ | 25.98 | 164,626 | D |
| | | | | | | (3) | | | |
| Common Stock | | | | | | | 8,654 | (4) | I |
| | | | | | | | | | By 401(k) Plan |

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.

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(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 (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 |
| Employee Stock Option (Right to Buy) | \$ 6.73 | 12/01/2010 | | M | 18,750 | (5) 11/07/2013 | Common Stock 18,750 |
| Employee Stock Option (Right to Buy) | \$ 9.33 | 12/01/2010 | | M | 37,500 | (6) 11/06/2014 | Common Stock 37,500 |
| Employee Stock Option | \$ 12.07 | 12/01/2010 | | M | 20,000 | (7) 11/10/2016 | Common Stock 20,000 |

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WATERS GREGORY L 20 SYLVAN ROAD WOBURN, MA 01801 | | | EVP & GM, Front-End Solutions | |

Signatures

/s/ Robert J. Terry,
attorney-in-fact

12/03/2010

__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 price reflects the average selling price of the shares sold. Actual sale prices ranged from \$25.95 per share to \$26.10 per share.
- (2) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$25.97 per share to \$25.99 per share.
- (3) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$25.97 per share to \$26.00 per share.
- (4) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks 401(k) plan based on the latest plan statement dated 12/2/10.
- (5) This stock option vested in four (4) equal installments, beginning on 11/7/07 and ending on 11/7/10.
- (6) This stock option vests in four (4) equal installments, beginning on 11/6/08 and ends on 11/6/11.
- (7) This stock option vests in four (4) equal installments, beginning on 11/10/10 and ends on 11/10/13.

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.