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| CONEXANT SYSTEMS INC Form 4 February 21, 2008 | | | | | |
|--|---|---|-------------------------|------------------------|--|
| FORM 4 UNITED STAT | | | OMB AF | PROVAL | |
| UNITED STA | TES SECURITIES AND EXCHANGE (Washington, D.C. 20549 | COMMISSION | OMB Number: | 3235-0287 | |
| Check this box if no longer subject to STATEMEN | F OF CHANGES IN BENEFICIAL OW | NERSHIP OF | Expires: Estimated a | January 31, 2005 | |
| Section 16. Form 4 or | SECURITIES | | burden hour response | | |
| obligations may continue. Section 17(a) of | to Section 16(a) of the Securities Exchang the Public Utility Holding Company Act o (h) of the Investment Company Act of 19 | f 1935 or Section | | | |
| (Print or Type Responses) | | | | | |
| 1. Name and Address of Reporting Persor MERCER D SCOTT | 2. Issuer Name and Ticker or Trading Symbol CONEXANT SYSTEMS INC | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | [CNXT] | (Check all applicable) | | | |
| (Last) (First) (Middle) 4000 MACARTHUR BLVD. | 3. Date of Earliest Transaction (Month/Day/Year) 02/20/2008 | _X_ Director Officer (give ti below) | | Owner r (specify | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NEWPORT BEACH, CA 92660 | | Form filed by Mo Person | | | |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Act | quired, Disposed of, | or Beneficial | ly Owned | |
| (Instr. 3) any | cution Date, if TransactionAcquired (A) or | SecuritiesFBeneficially(IOwnedIn | | Indirect Beneficial | |
| | (A) or Code V Amount (D) Price | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | | 50,000 I |) | | |

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.

 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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab Expiration Date (Month/Day/Year | | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|---|---|--|--|---|--------------------|---|------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Stock Option (Right to Buy) (1) | \$ 0.59 | 02/20/2008 | | A <u>(2)</u> | 10,000 | 02/20/2009 <u>(2)</u> | 02/20/2018 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 1.89 | | | | | <u>(3)</u> | 05/09/2013 | Common Stock | 39,34(|
| Stock Option (Right to Buy) | \$ 6.2 | | | | | <u>(3)</u> | 10/06/2013 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 7.3 | | | | | 02/25/2005 <u>(2)</u> | 02/25/2014 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 1.61 | | | | | 08/27/2005 <u>(2)</u> | 08/27/2014 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 1.73 <u>(1)</u> | | | | | 02/23/2006 <u>(2)</u> | 02/22/2015 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 1.66 <u>(1)</u> | | | | | 08/23/2006 <u>(2)</u> | 08/23/2015 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 2.9 | | | | | 02/21/2007(2) | 02/21/2016 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 2.2 | | | | | 08/22/2007 <u>(2)</u> | 08/22/2016 | Common Stock | 10,000 |

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| Stock Option (Right to Buy) (1) | \$ 2.06 | 02/21/2008 <u>(2)</u> 02/21/2017 | Common Stock | 10,000 |
|--|--------------------|----------------------------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 1.15 <u>(1)</u> | 08/21/2008 <u>(2)</u> 08/21/2017 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|------------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| MERCER D SCOTT 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660 | Х | | | | |
| Signatures | | | | | |
| By: Terri A. Aprati, Attorney-in-fact | (| 02/21/2008 | | | |
| **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) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- (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) Exercise date and vesting details previously disclosed.

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.