

CONEXANT SYSTEMS INC
 Form 4
 August 21, 2008

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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2008

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

4000 MACARTHUR BLVD.

(Street)

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

NEWPORT BEACH, CA 92660

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	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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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)
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(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	\$ 5.9	02/20/2009 ⁽²⁾	02/20/2018	Common	1,000
(Right to				Stock	
Buy) ⁽³⁾					
Stock					
Option	\$ 5.97	08/20/2009 ⁽²⁾	08/20/2018 ⁽²⁾	Common	1,000
(Right to				Stock	
Buy) ⁽³⁾					

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.