

WATERS GREGORY L
Form 4
November 13, 2012

FORM 4

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

OMB APPROVAL

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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)
11/08/2012

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

WOBURN, MA 01801

(City) (State) (Zip)

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

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 Price (D)		
Common Stock	11/09/2012		A		23,589 (1)	A	\$ 0 38,113 D
Common Stock	11/09/2012		F		10,074 (2)	D	\$ 20.57 28,039 D
Common Stock	11/12/2012		A		27,720 (3)	A	\$ 0 55,759 D
Common Stock	11/12/2012		F		11,574 (2)	D	\$ 20.81 44,185 D
Common Stock	11/12/2012		A		20,896 (4)	A	\$ 0 65,081 D

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Common Stock	11/12/2012	F	8,725 <u>(2)</u>	D	\$ 20.81	56,356	D	
Common Stock						9,432 ⁽⁵⁾	I	By 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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

Robert J. Terry, as Attorney-In-Fact for Gregory L. Waters

11/13/2012

__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).

Represents 23,589 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 9, (1) 2010. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2011.

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- (2) Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.

Represents 27,720 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 10, 2009. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2010.

- (4) Represents 20,896 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 10, 2011. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2012.

- (5) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan. The information in this report is based on the latest plan statement dated 10/31/2012.

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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