

Sabourin John Paul
 Form 4
 April 14, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Polar Securities Inc.

2. Issuer Name and Ticker or Trading Symbol
 MINDSPEED TECHNOLOGIES, INC [MSPD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 372 BAY STREET, 21ST FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/31/2008

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

TORONTO, A6 M5H 2W9

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 or Price		
Common Stock	12/31/2008		P		5,219 A \$ 0.8	2,603,186	I See Footnote (1) (2)
Common Stock	12/31/2008		P		2,225 A \$ 0.7981	2,605,411	I See Footnote (1) (2)
Common Stock	04/02/2009		S		8,700 D \$ 1.6073	2,596,711	I See Footnote (1) (2)
Common Stock	04/07/2009		S		32,171 D \$ 1.6655	2,564,540	I See Footnote

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Common Stock	04/09/2009	S	68,039	D	\$ 1.7316	2,496,501	I	(1) (2) See Footnote (1) (2)
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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. 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 (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 Beneficially Owned Following Reported Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polar Securities Inc. 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2W9		X		
Sabourin John Paul 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2W9		X		
Polar Capital CORP 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2W9		X		

Signatures

/s/ John Paul Sabourin, Chief Investment
Officer

04/14/2009

__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) This Form 4 is being filed to report that Polar Securities Inc., a company incorporated under the laws of Ontario, Canada ("PSI"), Polar Capital Corporation, a company incorporated under the laws of Ontario Canada ("PCC") and John Paul Sabourin ("Mr. Sabourin" and together with PSI and PCC, the "Reporting Persons") together have purchased additional shares of Mindspeed Technologies, Inc. common stock (the "Securities") on behalf of Altairis Offshore and Altairis Offshore Levered (the "Funds"). PSI acts as investment manager to the Funds. PSI is a wholly owned subsidiary of Polar Financial Corporation, a company incorporated under the laws of Ontario, Canada, which is controlled by PCC. Mr. Sabourin is the chairman of PSI.

(2) The Reporting Persons own directly 0 shares of the Securities. These Securities are held by the Funds. The Reporting Persons may be deemed to beneficially own 2,496,501 shares of common stock, which represent approximately 10.5% of the outstanding shares of common stock. Each Reporting Persons disclaims beneficial ownership of the securities included in this report and this report shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of such person's pecuniary interest therein.

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. 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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the holder.(2)The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$170.00 to \$170.15 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.(3)Shares held of record by Jan Koum, Trustee of The Butterfly Trust U/A/D 1/20/2004.(4)The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$170.07 to \$171.06 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.(5)The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$171.065 to \$172.05 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.(6)The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$172.06 to \$172.13 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.(7)Shares held of record by BNY Mellon Trust of Delaware, Trustee of The Jan Koum Family Trust II U/A/D 2/4/2015. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.(8)Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VII U/A/D 10/20/2015.(9)Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust VIII U/A/D 1/29/2016.(10)Shares held of record by Jan Koum, Trustee of The Jan Koum Family Trust U/A/D 4/29/2014. The reporting person exercises voting and dispositive powers over these shares, but has no pecuniary interest in these shares.(11)Shares held of record by Jan Koum and BNY Mellon Trust of Delaware, Co-Trustees of The Jan Koum Trust IX U/A/D 4/13/2016. 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.