

CONEXANT SYSTEMS INC
Form 4
June 15, 2005

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 *
RHODES F MATTHEW

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)
4000 MACARTHUR BLVD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/14/2005

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

NEWPORT BEACH, CA 92660
(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					21,674	D	
Common Stock					418	I	By IRA
Common Stock					6,756	I	CNXT Savings Plan ⁽¹⁾

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

SEC 1474 (9-02)

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. 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 Underlying Instrument (Instr. 3)
						Date Exercisable	Title
				Code	(A) (D)	Expiration Date	
Stock Option (Right to Buy)	\$ 6.44	06/14/2005		D	20,231 (2)	(3) 10/27/2010	Common Stock
Stock Option (Right to Buy)	\$ 5.22	06/14/2005		D	465,410 (2)	(3) 07/11/2011	Common Stock
Stock Option (Right to Buy)	\$ 7.42	06/14/2005		D	350,000 (2)	(3) 03/05/2012	Common Stock
Stock Option (Right to Buy)	\$ 7.42	06/14/2005		D	450,000 (2)	(3) 03/05/2012	Common Stock
Stock Option (Right to Buy)	\$ 1.49	06/14/2005		A	1,320,231	06/14/2006(4) 06/14/2013	Common Stock
Stock Option (Right to Buy)	\$ 5.22	06/14/2005		D	34,590 (2)	(3) 07/11/2013	Common Stock
Common Stock Share Equivalents - CNXT (5)	\$ 0					(5) (5)	Common Stock
Stock Option (Right to Buy)	\$ 2.77					(3) 01/04/2009	Common Stock
	\$ 1.42					(3) 11/04/2010	

Edgar Filing: CONEXANT SYSTEMS INC - Form 4

the latest information furnished by the Plan Administrator.

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.