

BILODEAU STEVEN J

Form 4

April 21, 2011

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 *
 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)
 4000 MACARTHUR BLVD.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/19/2011

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

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)
			Code	V	Amount (1) (2)	(A) or (D) (3)	Price \$
Common Stock	04/19/2011		D		34,000 (1) (2)	D	2.4 (3)
							0
							D

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)**

Edgar Filing: BILODEAU STEVEN J - Form 4

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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(2)	04/19/2011		D	15,000	(2) (4)	Common Stock	15,000 \$

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/ Mark Peterson, Attorney-in-fact for Steven J.
Bilodeau

04/20/2011

__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 amount of common stock reported herein represents 34,000 Restricted Stock Units ("RSUs").

Each RSU represented the right to receive, following vesting, one share of Conexant common stock. The RSUs were scheduled to fully vest upon the retirement of service as a member of the Board of Directors; provided, however, that such retirement occurred one year or more after the grant date.

Pursuant to the Agreement and Plan of Merger, dated as of February 20, 2011, between Conexant, Gold Holdings, Inc., and Gold Acquisition Corp., effective as of April 19, 2011, the RSUs reported herein were cancelled and converted into the right to receive \$2.40 per unit in cash.

(4) Not Applicable.

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.