

CONEXANT SYSTEMS INC

Form 4

February 21, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)
02/20/2008

☒ 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 (D) Price | | | |

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

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information contained in this form are not
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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 Derivative Securities | 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) | 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) <u>(1)</u> | \$ 0.59 | 02/20/2008 | A <u>(2)</u> | | 10,000 | | 02/20/2009 <u>(2)</u> | 02/20/2018 | Common Stock | 10,000 | |
| Stock Option (Right to Buy) | \$ 4.88 | | | | | | 12/31/2003 <u>(3)</u> | 12/31/2013 | Common Stock | 35,940 | |
| Stock Option (Right to Buy) | \$ 7.35 | | | | | | 02/27/2005 <u>(2)</u> | 02/27/2014 | Common Stock | 40,000 | |
| Stock Option (Right to Buy) | \$ 1.61 | | | | | | 08/27/2005 <u>(2)</u> | 08/27/2014 | Common Stock | 10,000 | |
| Stock Option (Right to Buy) | \$ 1.73 <u>(1)</u> | | | | | | 02/23/2006 <u>(2)</u> | 02/22/2015 | Common Stock | 10,000 | |
| Stock Option (Right to Buy) | \$ 1.66 <u>(1)</u> | | | | | | 08/23/2006 <u>(2)</u> | 08/23/2015 | Common Stock | 10,000 | |
| Stock Option (Right to Buy) | \$ 2.9 | | | | | | 02/21/2007 <u>(2)</u> | 02/21/2016 | Common Stock | 10,000 | |
| Stock Option (Right to Buy) | \$ 2.2 | | | | | | 08/22/2007 <u>(2)</u> | 08/22/2016 | Common Stock | 10,000 | |
| Stock Option (Right to Buy) <u>(1)</u> | \$ 2.06 | | | | | | 02/21/2008 <u>(2)</u> | 02/21/2017 | Common Stock | 10,000 | |
| Stock Option | \$ 1.15 <u>(1)</u> | | | | | | 08/21/2008 <u>(2)</u> | 08/21/2017 | Common Stock | 10,000 | |

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| BILODEAU STEVEN J 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660 | X |

Signatures

By: Terri A. Aprati,
Attorney-in-fact

02/21/2008

__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) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- (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) 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.

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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