

CONEXANT SYSTEMS INC

Form 4

February 23, 2005

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 *
IYER BALAKRISHNAN S

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)

NEWPORT BEACH, CA 92660

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
02/23/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

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)
Common Stock				(A) or (D)	17,428	D	
Common Stock				(A) or (D)	6,229	I	CNXT Savings Plan ⁽¹⁾

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
required to respond unless the form
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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 1.73 <u>(2)</u>	02/23/2005		A		10,000		02/23/2006 <u>(3)</u>	02/22/2015	Common Stock	10
Common Stock Share Equivalents - CNXT <u>(4)</u>	\$ 0							<u>(4)</u>	<u>(4)</u>	Common Stock	1
Stock Option (Right to Buy)	\$ 2.77							<u>(5)</u>	01/04/2009	Common Stock	47
Stock Option (Right to Buy)	\$ 2.63							<u>(5)</u>	03/30/2009	Common Stock	33
Stock Option (Right to Buy)	\$ 6.44							<u>(5)</u>	10/27/2010	Common Stock	22
Stock Option (Right to Buy)	\$ 1.47							<u>(5)</u>	11/05/2010	Common Stock	86
Stock Option (Right to Buy)	\$ 2.63							<u>(5)</u>	03/29/2011	Common Stock	30
Stock Option (Right to Buy)	\$ 3.45							<u>(5)</u>	04/03/2012	Common Stock	49
Stock Option	\$ 1.47							<u>(5)</u>	11/04/2012	Common Stock	86

(Right to
Buy)

Stock

Option
(Right to
Buy)

\$ 6.2

(5)

10/06/2013

Common
Stock

10

Stock

Option
(Right to
Buy)

\$ 7.3

02/25/2005⁽³⁾

02/25/2014

Common
Stock

10

Stock

Option
(Right to
Buy)

\$ 1.61

08/27/2005⁽³⁾

08/27/2014

Common
Stock

10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
IYER BALAKRISHNAN S 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X			

Signatures

/s/ Iyer,
Balakrishnan S. 02/23/2005

__Signature of Reporting Date
Person

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).

Shares represented by Company stock fund units under the Conexant Systems, Inc. Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on the latest information furnished by the Plan Administrator. The shares represented by Company stock fund units under the Plan are held in the employee benefit plan trust established thereunder.

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

(3) 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.

Share equivalents credited under one or more Conexant Systems, Inc. supplemental savings plans, the value (based on market value at or near the time of payment) of which is payable in cash upon retirement or after termination of employment. This information is based on the latest information furnished by the Plan Administrator.

(5) Exercise date and vesting details previously disclosed.

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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