

CONEXANT SYSTEMS INC
Form 4
July 10, 2007

FORM 4

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

OMB APPROVAL

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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 *
ARTUSI DANIEL A

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)
07/09/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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)
Restricted Stock Units (Performance Vested) ⁽¹⁾	07/09/2007		A	1,000,000	A <u>(1)</u> 1,000,000	D	
Restricted Stock Units (Time Vested) ⁽²⁾	07/09/2007		A	1,000,000	A <u>(2)</u> 1,000,000	D	
Restricted Stock Units (Time Vested) ⁽³⁾	07/09/2007		A	500,000	A <u>(3)</u> 500,000	D	

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- (3) The 500,000 TV RSUs will vest on July 9, 2008. In the event of a change of control of the Company, any unvested TV RSUs will become fully vested.
- (4) The Stock Options will become exercisable in three equal installments on July 9, 2008, 2009 and 2010. In the event of a change in control of the Company, any unvested Stock Options will become fully vested. The Stock Options expire July 9, 2015.

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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