

MINDSPEED TECHNOLOGIES, INC

Form 3

October 14, 2008

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Polar Securities Inc.

(Last) (First) (Middle)

372 BAY STREET, 21ST
FLOOR

(Street)

TORONTO, A6 M5H 2S6

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/08/2008

3. Issuer Name and Ticker or Trading Symbol

MINDSPEED TECHNOLOGIES, INC [MSPD]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed (Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing (Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,393,600

I

See Footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Polar Securities Inc. 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2S6	Â	Â X	Â	Â
Sabourin John Paul 2170 PINEEDLE ROW MISSISSAUGA, A6 A L5C 1V3	Â	Â X	Â	Â
Polar Capital CORP 372 BAY STREET 21ST FLOOR TORONTO, A6 A M5H 2W9	Â	Â X	Â	Â

Signatures

/s/ John Paul Sabourin, Chief Investment Officer

10/14/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Polar Securities Inc. ("PSI") serves as investment manager to two Cayman Islands exempted companies (the "Funds") and has investment discretion with respect to securities held by the Funds. PSI is a wholly owned subsidiary of Polar Financial Corporation which is controlled by Polar Capital Corporation ("PCC"). John Paul Sabourin ("Mr. Sabourin" , and together with PSI and PCC, the "Reporting Persons") is the chairman of PSI. The Reporting Persons disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of the Reporting Persons are the beneficial owners of the securities for the purpose of Section 16 or for any other purpose, except to the extent of the Reporting Persons' pecuniary interest therein.

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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