

BREWSTER LEWIS C

Form 4

February 08, 2006

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

OMB APPROVAL

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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 *
BREWSTER LEWIS C

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)
 02/07/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
 Executive Vice President & COO

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			
Common Stock					17,307	D	
Common Stock					823	I	By IRA
Common Stock					8,147	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**

SEC 1474
 (9-02)

displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 2.7	02/07/2006		A		275,000 (2)		02/07/2007(2)	02/07/2014	Common Stock	275,000
Stock Option (Right to Buy)	\$ 2.77							(3)	01/04/2009	Common Stock	338,750
Stock Option (Right to Buy)	\$ 2.63							(3)	03/30/2009	Common Stock	89,900
Stock Option (Right to Buy)	\$ 1.42							(3)	11/04/2010	Common Stock	26,100
Stock Option (Right to Buy)	\$ 2.63							(3)	03/29/2011	Common Stock	33,000
Stock Option (Right to Buy)	\$ 3.45							(3)	04/03/2012	Common Stock	245,000
Stock Option (Right to Buy)	\$ 1.42							(3)	11/03/2012	Common Stock	170,500
Stock Option (Right to Buy)	\$ 1.49							06/14/2006(4)	06/14/2013	Common Stock	593,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BREWSTER LEWIS C 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660			Executive Vice President & COO	

Signatures

By: Jasmina Theodore Boulanger,
Attorney-in-fact for

02/07/2006

__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).

- Shares represented by Company stock fund units under the Conexant Systems, Inc. Savings Plan which were acquired on a periodic basis
- (1) 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) 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) Exercise date and vesting details previously disclosed.
 - (4) Options become exercisable in whole or part (but only for a whole number of shares) as to one-third of the option shares beginning on the first anniversary of the re-grant date, and one-third of option shares on the second and third anniversaries of the re-grant date thereafter.

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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