STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

CONEXANT SYSTEMS INC

Form 4

November 16, 2006

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DECKER DWIGHT W			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			CONEXANT SYSTEMS INC [CNXT]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner Other (specify		
4000 MACARTHUR BLVD.			11/15/2006	below) below) Chairman of the Board and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
NEWPORT I	REACH C	A 02660	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
NEWIORII	DEACH, C	A 92000		Person		
(City)	(State)	(Zin)				

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	ecuriti	ies Acqı	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/15/2006		A(1)	149,187	A	\$ 2.29	491,460	D	
Common Stock	11/15/2006		J <u>(2)</u>	360	A	\$ 0	491,820	D	
Common Stock							80,616	I	CNXT Savings Plan (3)

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

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displays a currently valid OMB control number.

 $\label{lem:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.67					<u>(4)</u>	12/09/2006	Common Stock	156,282
Stock Option (Right to Buy)	\$ 2.49					<u>(4)</u>	07/02/2007	Common Stock	333,936
Stock Option (Right to Buy)	\$ 2.38					<u>(4)</u>	12/03/2007	Common Stock	163,912
Stock Option (Right to Buy)	\$ 2.77					<u>(4)</u>	01/04/2009	Common Stock	776,403
Stock Option (Right to Buy)	\$ 1.42					<u>(4)</u>	11/04/2010	Common Stock	306,515
Stock Option (Right to Buy)	\$ 2.63					<u>(4)</u>	03/29/2011	Common Stock	491,736
Stock Option (Right to Buy)	\$ 3.45					<u>(4)</u>	04/03/2012	Common Stock	1,229,460
	\$ 1.42					<u>(4)</u>	11/03/2012		185,227

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Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 1.49	06/14/2006 ⁽⁵⁾	06/14/2013	Common Stock	473,343
Stock Option (Right to Buy)	\$ 1.65	<u>(6)</u>	07/01/2013	Common Stock	300,000
Stock Option (Right to Buy)	\$ 2.7	02/07/2007 <u>(7)</u>	02/07/2014	Common Stock	600,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DECKER DWIGHT W 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X		Chairman of the Board and CEO			

Signatures

By: Jasmina Theodore Boulanger, Attorney-in-fact

**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 pursuant to Mr. Decker's Amended and Restated Employment Agreement as of February 28, 2005 and to the terms of the Company's 2001 Performance Share Plan.
- (2) Prior reports erroneously understated the reporting person's holdings by 360 shares from 1999 Employee Stock Purchase Plan.
- 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.
- (4) Exercise date and vesting details previously disclosed.
- 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.
- Options become exercisable in whole or part (but only for a whole number of shares) as to one half of the option shares beginning on November 8, 2005 and the remaining one half beginning on November 8, 2006.
- 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.

Reporting Owners 3

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