Cao Jing Form 4 March 08, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES 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 *

Cao Jing

(City)

2. Issuer Name and Ticker or Trading

Symbol

MINDSPEED TECHNOLOGIES,

INC [MSPD]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 03/07/2011

4000 MACARTHUR BLVD., EAST **TOWER**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below)

Senior Vice President

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEWPO)KT	BEACH	l, CA	92660

(Only)	(State)	Table	e I - Non-D	erivative S	Secur	ities Acq	juired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	Transaction(A) or Disposed of		5. Amount of Securities Beneficially		7. Nature of Indirect Beneficial	
(msu. 3)		any (Month/Day/Year)	(Instr. 8)	(D) (Instr. 3,		5)	Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported	Indirect (I)	Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	03/07/2011		M	417	A	\$ 3.05	6,667	D	
Common Stock	03/07/2011		S	417 (1)	D	\$ 8.14	6,250	D	
Common Stock							2,925	I	By Savings Plan - MSPD (2)

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

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SEC 1474 (9-02)

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. Transacti Code (Instr. 8)	nsaction of le Derivative		• •		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 3.05	03/07/2011		M		417	04/07/2009	04/07/2016	Common Stock	417	

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Cao Jing

4000 MACARTHUR BLVD., EAST TOWER NEWPORT BEACH, CA 92660

Senior Vice President

Signatures

/s/ Ambra R. Roth,

03/08/2011 Attorney-in-fact

**Signature of Reporting 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).
- (1) Shares were sold pursuant to a 10b5-1 trading plan.

Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a (2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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