CONEXANT SYSTEMS INC

Form 4

August 23, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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

Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * IYER BALAKRISHNAN S

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

CONEXANT SYSTEMS INC

[CNXT]

3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

3.

4000 MACARTHUR BLVD. 08/22/2006

(Middle)

(Zip)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

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

Person

NEWPORT BEACH, CA 92660

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following

Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Indirect

(A) or

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

Common Stock

23,747 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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)	Code	5. Number of Derivative Securities Acquired or Dispose (D) (Instr. 3, 4 and 5)	e (A) ed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy) (1)	\$ 2.2	08/22/2006		A	10,000		08/22/2007(2)	08/22/2016	Common Stock	10,00
Stock Option (Right to Buy)	\$ 2.63						(3)	03/30/2009	Common Stock	334,82
Stock Option (Right to Buy)	\$ 6.44						(3)	10/27/2010	Common Stock	22,25
Stock Option (Right to Buy)	\$ 1.47						(3)	11/05/2010	Common Stock	86,05
Stock Option (Right to Buy)	\$ 2.63						(3)	03/29/2011	Common Stock	30,44
Stock Option (Right to Buy)	\$ 2.77						<u>(3)</u>	01/04/2009	Common Stock	477,23
Stock Option (Right to Buy)	\$ 3.45						(3)	04/03/2012	Common Stock	491,78
Stock Option (Right to Buy)	\$ 1.47						(3)	11/04/2012	Common Stock	86,05
Stock Option (Right to Buy)	\$ 6.2						(3)	10/06/2013	Common Stock	10,00

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Stock Option (Right to Buy)	\$ 7.3	02/25/2005(2)	02/25/2014	Common Stock	10,00
Stock Option (Right to Buy)	\$ 1.61	08/27/2005 <u>(2)</u>	08/27/2014	Common Stock	10,00
Stock Option (Right to Buy)	\$ 1.73 <u>(1)</u>	02/23/2006(2)	02/22/2015	Common Stock	10,00
Stock Option (Right to Buy)	\$ 1.66 <u>(1)</u>	08/23/2006(2)	08/23/2015	Common Stock	10,00
Stock Option (Right to Buy)	\$ 2.9	02/21/2007(2)	02/21/2016	Common Stock	10,00

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
IYER BALAKRISHNAN S 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X				

Signatures

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

08/22/2006

**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).
- (1) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- 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.

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