

SKYWORKS SOLUTIONS INC
 Form 4
 November 08, 2007

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 *
WATERS GREGORY L

2. Issuer Name and Ticker or Trading Symbol
SKYWORKS SOLUTIONS INC [SWKS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 20 SYLVAN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/06/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP & GM, Front-End Solutions

WOBURN, MA 01801

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/06/2007		A		25,000 ⁽¹⁾	A	\$ 0 137,223 ⁽²⁾ D
Common Stock	11/06/2007		F		3,969	D	\$ 9.33 133,254 D
Common Stock	11/08/2007		F		7,938	D	\$ 8.44 125,316 D
Common Stock							6,194 ⁽³⁾ I By 401(k) plan

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

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This total represents the number of shares of common stock held by the reporting person in the Skyworks Solutions, Inc. 401(k) plan. The information in this report is based on the latest plan statement dated 11/7/2007.

- (4) Stock option granted under the Company's 2005 Long-Term Incentive Plan. The stock option vests in four (4) equal installments, beginning on 11/6/2008 and ending on 11/6/2011.

Receipt of performance shares is tied to stock price appreciation thresholds measured over a three-year performance period ending on November 6, 2010. One third of the total performance shares will be earned upon each incremental 20% stock price appreciation from the

- (5) 60-day trading average of the common stock immediately preceding the date of grant, such that 100% of the total performance shares will be earned upon stock price appreciation of at least 60% during the performance period. Continued service through the end of the performance period is required to earn the performance shares.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.