

CONEXANT SYSTEMS INC
 Form 4
 May 17, 2007

FORM 4

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

OMB APPROVAL

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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 *
OREILLY DENNIS E

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)
05/15/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP,CLO & Secretary

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					110,209	D	
Common Stock					4,757	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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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 Options (Right to Buy)	\$ 1.41	05/15/2007		A	125,000 ⁽²⁾	05/15/2008	05/15/2015	Common Stock	125,000
Stock Option (Right to Buy)	\$ 2.77					⁽³⁾	01/04/2009	Common Stock	233,400
Stock Option (Right to Buy)	\$ 2.63					⁽³⁾	03/30/2009	Common Stock	109,400
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	196,700
Stock Option (Right to Buy)	\$ 1.42					⁽³⁾	11/03/2012	Common Stock	98,300
Stock Option (Right to Buy)	\$ 1.49					06/14/2006 ⁽³⁾	06/14/2013	Common Stock	333,500
Stock Option (Right to Buy)	\$ 2.7					02/07/2007 ⁽⁴⁾	02/07/2014	Common Stock	125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OREILLY DENNIS E 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660			SVP,CLO & Secretary	

Signatures

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

05/15/2007

__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 in whole number shares) as to 50% of the option shares on the first anniversary of the grant and 25% on each of the second and third anniversaries of the grant.
 - (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-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.

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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