

SKYWORKS SOLUTIONS INC

Form 4

November 06, 2008

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

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

OMB APPROVAL

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Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PALETTE DONALD W

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)
11/04/2008

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
V. P., Chief Financial Officer

WOBURN, MA 01801

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (A) or (D) Price			
Common Stock	11/04/2008		A		10,834 (1)	A	\$ 0 43,849	D
Common Stock	11/04/2008		F		3,440 (2)	D	\$ 7.18 40,409	D
Common Stock							1,246 (3)	I

By 401(k)
plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)	8. Amount or Number of Shares
Common Stock (Right to Buy)	\$ 7.18	11/04/2008		A	90,000	<u>(4)</u> 11/06/2015	Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships
PALETTE DONALD W 20 SYLVAN ROAD WOBBURN, MA 01801	Director 10% Owner Officer Other V. P., Chief Financial Officer

Signatures

Robert J. Terry,
Attorney-In-Fact 11/06/2008

**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) Unrestricted stock award under the Issuer's 2005 Long-Term Incentive Plan made as partial payment for an amount due to the Reporting Person under the Issuer's Fiscal 2008 Executive Incentive Compensation Plan.
- (2) Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.
- (3) This total represents the number of shares of common stock held by the Reporting Person in the Issuer's 401(k) plan. The information in this report is based on the latest plan statement dated 10/30/2008.
- (4) Stock option granted under the Issuer's 2005 Long-Term Incentive Plan. The stock option vests in four (4) equal installments, beginning on 11/4/2009 and ending on 11/4/2012.

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.