

WATERS GREGORY L
Form 4
May 06, 2009

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 *
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)
05/06/2009

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

WOBURN, MA 01801

(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 Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/06/2009		S	9,078 D \$ 9.78	114,931 ⁽¹⁾	D	
Common Stock	05/06/2009		M	50,000 A \$ 5.32	164,931	D	
Common Stock	05/06/2009		S	50,000 D \$ 9.755 ⁽²⁾	114,931	D	
Common Stock					7,661 ⁽³⁾	I	By 401(k) Savings Plan

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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)

Table with 8 columns: 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), and Amount or Number of Shares. Row 1: Employee Stock Option (Right to Buy) with price \$ 5.32, date 05/06/2009, code M, 50,000 shares, date exercisable 04/17/2013, title Common Stock, amount 50,000.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Row 1: WATERS GREGORY L, 20 SYLVAN ROAD, WOBURN, MA 01801; Relationships: Director, 10% Owner, Officer, Other.

Signatures

Robert J. Terry, Attorney-in-Fact, 05/06/2009

**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) This total includes the 1,000 shares of common stock acquired by the Reporting Person in the Issuer's Employee Stock Purchase Plan since the last report.
(2) This price reflects the average selling price for the shares sold. Actual sales prices ranged from \$9.73 per share to \$9.78 per share.
(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 May 1, 2009.

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(4) The stock option vested in four (4) equal annual installments, beginning on 4/17/2004 and ending on 4/17/2007.

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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