

WATERS GREGORY L
Form 4
November 10, 2010

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
11/08/2010

____ Director ____ 10% Owner
____X____ 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)
____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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/08/2010		F	8,350 ⁽¹⁾	D \$ 23.87	163,376	D
Common Stock	11/08/2010		M	20,000 ⁽²⁾	A \$ 0 ⁽²⁾	183,376	D
Common Stock	11/08/2010		F	8,350 ⁽³⁾	D \$ 23.87	175,026	D
Common Stock	11/08/2010		M	100,000	A \$ 9.18	275,026	D
Common Stock	11/08/2010		S	100,000	D \$ 23.45 ⁽⁴⁾	175,026	D

Edgar Filing: WATERS GREGORY L - Form 4

Common Stock	11/08/2010	M	64,530	A	\$ 8.93	239,556	D	
Common Stock	11/08/2010	S	64,530	D	\$ 23.45 (4)	175,026	D	
Common Stock	11/08/2010	M	25,000	A	\$ 7.18	220,026	D	
Common Stock	11/08/2010	S	25,000	D	\$ 23.45 (4)	175,026	D	
Common Stock	11/10/2010	A	28,560 (5)	A	\$ 0	203,586	D	
Common Stock	11/10/2010	F	11,924 (6)	D	\$ 23.8	191,662	D	
Common Stock						8,669 (7)	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 number.

SEC 1474
(9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Performance Rights	(2)	11/08/2010		M	20,000	(2) 11/06/2010	Common Stock 20,000
Employee Stock Option (Right to Buy)	\$ 9.18	11/08/2010		M	100,000	(8) 01/07/2014	Common Stock 100,000
Employee Stock Option (Right to Buy)	\$ 8.93	11/08/2010		M	64,530	(9) 11/10/2014	Common Stock 64,530

Employee Stock Option (Right to Buy)	\$ 7.18	11/08/2010	M	25,000	(10)	11/04/2015	Common Stock	25,000
---	---------	------------	---	--------	------	------------	-----------------	--------

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WATERS GREGORY L 20 SYLVAN ROAD WOBBURN, MA 01801	EVP & GM, Front-End Solutions

Signatures

Robert J. Terry,
attorney-in-fact

11/10/2010

__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) Transfer of common stock to Skyworks of the number of shares of common stock determined to be sufficient to satisfy tax withholding obligations incurred as a result of the vesting of an award of 20,000 shares of restricted common stock that had been granted to the reporting person under the Skyworks' 2005 Long Term Incentive Plan on 6/10/09.

(2) Receipt of shares underlying performance rights was based on a comparison of (x) the change in Skyworks' common stock price to (y) the change in the price of the common stock of companies in a peer group over a three year period. The change in price of each company's common stock was determined by comparing its average stock price for the 90 day period beginning 11/6/07 to its average stock price for the 90 day period ending 11/6/10. Because Skyworks determined that the percentage change in Skyworks' stock price during the periods mentioned in the previous sentence exceeded the 70th percentile of the peer group, both the "target" metric under the performance rights covering 20,000 shares and the "stretch" metric under the performance rights covering another 20,000 shares were deemed to have been met. The reporting person received 20,000 of such shares on 11/8/10 and, will receive the remaining 20,000 of such shares on 11/7/11, so long as he remains employed with Skyworks.

(3) Transfer of common stock to the issuer of the number of shares determined to be sufficient to satisfy tax withholding obligations incurred as a result of the settlement of the Performance Rights discussed in the previous footnote and the resulting issuance of 20,000 shares of common stock to the reporting person on 11/8/10.

(4) The price reflects the average selling price. Actual sale prices ranged from \$23.11 per share to \$23.75.

(5) Represents 28,560 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 10, 2009. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2010.

(6) Transfer to Skyworks of the number of shares of common stock determined to be sufficient to satisfy tax withholding obligations related to the settlement of the performance share award discussed in the previous footnote and the resulting issuance of 28,560 shares of common stock on 11/10/10.

(7) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks 401(k) plan as of the most recent practicable date. The information in this report is based on the latest plan statement dated 11/9/10.

(8) This stock option vested in four (4) equal installments, beginning on 1/7/05 and ending on 1/7/08.

(9) This stock option vested in four (4) equal installments, beginning on 11/10/05 and ending on 11/10/08.

(10) This stock option vests in four (4) equal intallments, beginning on 11/4/09 and ends on 11/4/12.

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

Edgar Filing: WATERS GREGORY L - Form 4

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.