

CONEXANT SYSTEMS INC
Form 4/A
August 24, 2006

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 *
BEALL DONALD R

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)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

4000 MACARTHUR BLVD.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/23/2006

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEWPORT BEACH, CA 92660

(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 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	(D)	Price
Common Stock	08/22/2006		J ⁽¹⁾	V	63,526	A	\$ 0
					1,643,498	I	

Trustee - Family Trust

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)

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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 Shares
Stock Option (Right to Buy) ⁽²⁾	\$ 2.2	08/22/2006		A	10,000	08/22/2007 ⁽³⁾	08/22/2016	Common Stock	10,000
Stock Option (Right to Buy)	\$ 3.45					⁽⁴⁾	04/03/2012	Common Stock	19,670
Stock Option (Right to Buy)	\$ 2.66					12/09/1997 ⁽⁵⁾	12/09/2006	Common Stock	267,500
Stock Option (Right to Buy)	\$ 2.66					12/09/1997	12/09/2006	Common Stock	1,790
Stock Option (Right to Buy)	\$ 2.4					06/26/1999	06/26/2008	Common Stock	737
Stock Option (Right to Buy)	\$ 2.77					⁽⁴⁾	01/04/2009	Common Stock	78,680
Stock Option (Right to Buy)	\$ 3.61					⁽⁴⁾	02/28/2011	Common Stock	19,670
Stock Option (Right to Buy)	\$ 3.44					⁽⁴⁾	04/04/2012	Common Stock	19,670
Stock Option (Right to Buy)	\$ 1.86					⁽⁴⁾	11/29/2012	Common Stock	78,670

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) Shares were distributed in kind from Rockwell Automation Retirement Savings Plan to the Beall Family Trust.
- (2) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- (3) 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.
- (4) Exercise date and vesting details previously disclosed.
- (5) Fully vested and exercisable.

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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