

CONEXANT SYSTEMS INC
 Form 4
 February 23, 2005

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 *
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)
02/23/2005

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

4000 MACARTHUR BLVD.

(Street)

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

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 62,221 | I | By Savings Plan ⁽¹⁾ |
| Common Stock | | | | | 1,263,307 | I | Trustee - Family Trust |
| Common Stock | | | | | 6,176 | I | Trustee - Son ⁽²⁾ |

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

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SEC 1474 (9-02)

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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 Shares |
| Stock Option (Right to Buy) | \$ 1.73 ⁽³⁾ | 02/23/2005 | | A | 10,000 | 02/23/2006 ⁽⁴⁾ | 02/22/2015 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 3.45 | | | | | ⁽⁵⁾ | 04/03/2012 | Common Stock | 19,670 |
| Stock Option (Right to Buy) | \$ 2.11 | | | | | ⁽⁶⁾ | 12/06/2005 | Common Stock | 321,900 |
| Stock Option (Right to Buy) | \$ 2.66 | | | | | 12/09/1997 ⁽⁶⁾ | 12/09/2006 | Common Stock | 271,900 |
| Stock Option (Right to Buy) | \$ 2.66 | | | | | 12/09/1997 | 12/09/2006 | Common Stock | 1,824,000 |
| Stock Option (Right to Buy) | \$ 2.4 | | | | | 06/26/1999 | 06/26/2008 | Common Stock | 750,000 |
| Stock Option (Right to Buy) | \$ 2.77 | | | | | ⁽⁵⁾ | 01/04/2009 | Common Stock | 80,000 |
| Stock Option (Right to Buy) | \$ 3.61 | | | | | ⁽⁵⁾ | 02/28/2011 | Common Stock | 20,000 |

| | | | | | |
|-----------------------------|---------|---------------|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 3.44 | (5) | 04/04/2012 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 1.86 | (5) | 11/29/2012 | Common Stock | 80,000 |
| Stock Option (Right to Buy) | \$ 1.12 | 02/27/2004(5) | 02/27/2013 | Common Stock | 19,660 |
| Stock Option (Right to Buy) | \$ 6.2 | (5) | 10/06/2013 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 7.3 | 02/25/2005(4) | 02/25/2014 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 1.61 | 08/27/2005(4) | 08/27/2014 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BEALL DONALD R 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660 | X | | | |

Signatures

By: Jasmina Theodore Boulanger,
Attorney-in-fact

02/23/2005

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 Rockwell International Corporation Savings Plan which were acquired on a

(1) periodic basis 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) The undersigned disclaims beneficial ownership of these shares

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- (3) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- (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.
- (5) Exercise date and vesting details previously disclosed.
- (6) 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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