

MINDSPEED TECHNOLOGIES, INC

Form 4

December 23, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**DECKER DWIGHT W**

2. Issuer Name and Ticker or Trading Symbol  
**MINDSPEED TECHNOLOGIES, INC [MSPD]**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
**4000 MACARTHUR BLVD., EAST TOWER**  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/17/2013**

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

**NEWPORT BEACH, CA 92660**

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

(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	12/17/2013		U	(A) V Amount 324,711 (1)	(D) Price \$ 5.05	0	D

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)	8.
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.93	12/17/2013		D		4,000		03/10/2010	03/10/2019	Common Stock	4,000
Stock Option (Right to Buy)	\$ 3.05	12/17/2013		D		4,000		04/07/2009	04/07/2018	Common Stock	4,000
Stock Option (Right to Buy)	\$ 4.73	12/17/2013		D		5,000		02/12/2014	02/12/2023	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECKER DWIGHT W 4000 MACARTHUR BLVD., EAST TOWER NEWPORT BEACH, CA 92660				X

## Signatures

/s/ Ambra R. Roth,  
Attorney-in-fact

12/20/2013

\_\_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).

Pursuant to the Agreement and Plan of Merger, dated November 5, 2013, between Mindspeed Technologies, Inc., M/A-COM Technology

(1) Solutions Holdings, Inc., a Delaware corporation ("Parent"), and Micro Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent, each share of Common Stock and each restricted stock unit was exchanged for \$5.05 in cash.

(2) In connection with the merger, the option was cancelled in exchange for a cash payment equal to the number of options multiplied by the difference between \$5.05 and the exercise price of the option per share.

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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