#### MASSENGILL MATTHEW E

Form 4 May 14, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

CONEXANT SYSTEMS INC

3. Date of Earliest Transaction

4. If Amendment, Date Original

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MASSENGILL MATTHEW E

(First) (Middle)

4000 MAC ARTHUR BLVD

(Street)

NEWPORT BEACH, CA 92660

(State) (Zip) 2. Transaction Date 2A. Deemed

1.Title of Security (Instr. 3)

(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

Symbol

[CNXT]

(Month/Day/Year)

Filed(Month/Day/Year)

3.

05/12/2010

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

(A)

or

Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X\_ Director

Applicable Line)

Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** (Instr. 3 and 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

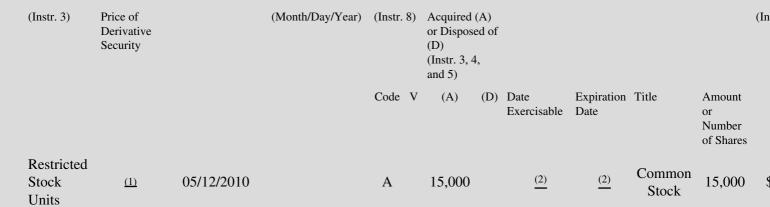
Estimated average

burden hours per

De

Se

### Edgar Filing: MASSENGILL MATTHEW E - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSENGILL MATTHEW E 4000 MAC ARTHUR BLVD NEWPORT BEACH, CA 92660	X			

## **Signatures**

Mark D. Peterson, by Power of Attorney for Matthew E.

Massengill

05/14/2010

\*\*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) Each restricted stock unit (RSU) represents the right to receive, following vesting, one share of Conexant common stock.
- (2) The restricted stock units will fully vest upon the retirement of service as a member of the Board of Directors; provided, however, that such retirement occurs one year or more after the grant date.

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

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