ARTUSI DANIEL A Form 4

May 07, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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OMB APPROVAL

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obligations

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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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ARTUSI DANIEL A Issuer Symbol CONEXANT SYSTEMS INC (Check all applicable) [CNXT] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 4000 MACARTHUR BLVD. 05/06/2008 President and CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEWPORT BEACH, CA 92660 Person

(City)	(State)	Zip) Table	e I - Non-D	erivative Se	curitie	es Acqui	ired, Disposed of	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(IIIsti. 4)	
Restricted Stock Units (Time Vested) (1)	05/06/2008		S(2)	42,327	D	\$ 0.46	957,673	D	
Restricted Stock Units (Time Vested) (1)	05/06/2008		S(2)	90,051	D	\$ 0.47	867,622	D	
Restricted Stock Units (Time Vested) (1)	05/06/2008		S(2)	2,000	D	\$ 0.48	865,622	D	

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Restricted Stock Units (Time Vested) (1)	05/06/2008	S(2)	294,227	D	\$ 0.49	571,395	D
Restricted							
Stock Units						500,000	D
(Time						300,000	ט
Vested) (1)							

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and A Underlying S (Instr. 3 and	Securities	8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.53					07/09/2008	(3)	Common Stock	3,000,000	

Reporting Owners

Reporting Owner Name / Address		Re	elationships	
• 6	Director	10% Owner	Officer	Other
ARTUSI DANIEL A 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660	X		President and CEO	
Signatures				
By: Jasmina Theodore Boulanger Attorney-in-fact	•,		05/07/2008	
**Signature of Reporting Person	n		Date	

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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) Pursuant to Mr. Artusi's severance agreement, Mr. Artusi's Time Vested Restricted Stock Units totaling 1.5 million shares vested on April 25, 2008.
- (2) Shares sold to cover taxes on Mr. Artusi's Time Vested Restricted Stock Units.
- (3) Pursuant to Mr. Artusi's severance agreement, his options are fully vested and expire on April 25, 2010.

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.