

BILODEAU STEVEN J  
Form 4  
August 23, 2006

**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 \*  
BILODEAU STEVEN J

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)  
4000 MACARTHUR BLVD.  
  
(Street)

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

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

NEWPORT BEACH, CA 92660  
  
(City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                 | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares |
|--|------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------------|
| Stock Option (Right to Buy) <sup>(1)</sup> | \$ 2.2                       | 08/22/2006       | A          | 10,000  |      |   |     |     | 08/22/2007 <sup>(2)</sup> | 08/22/2016      | Common Stock | 10,000                     |
| Stock Option (Right to Buy)                | \$ 4.88                      |                  |            |   |      |   |     |     | 12/31/2003 <sup>(3)</sup> | 12/31/2013      | Common Stock | 35,940                     |
| Stock Option (Right to Buy)                | \$ 7.35                      |                  |            |   |      |   |     |     | 02/27/2005 <sup>(2)</sup> | 02/27/2014      | Common Stock | 40,000                     |
| Stock Option (Right to Buy)                | \$ 1.61                      |                  |            |   |      |   |     |     | 08/27/2005 <sup>(2)</sup> | 08/27/2014      | Common Stock | 10,000                     |
| Stock Option (Right to Buy)                | \$ 1.73 <sup>(1)</sup>       |                  |            |   |      |   |     |     | 02/23/2006 <sup>(2)</sup> | 02/22/2015      | Common Stock | 10,000                     |
| Stock Option (Right to Buy)                | \$ 1.66 <sup>(1)</sup>       |                  |            |   |      |   |     |     | 08/23/2006 <sup>(2)</sup> | 08/23/2015      | Common Stock | 10,000                     |
| Stock Option (Right to Buy)                | \$ 2.9                       |                  |            |   |      |   |     |     | 02/21/2007 <sup>(2)</sup> | 02/21/2016      | Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BILODEAU STEVEN J<br>4000 MACARTHUR BLVD.<br>NEWPORT BEACH, CA 92660 | X             |           |         |       |

## Signatures

By: Jasmina Theodore Boulanger,  
Attorney-in-fact for

08/22/2006

\_\_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) Shares granted as compensation for services as a Director under the Directors Stock Plan.
  - (2) 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.
  - (3) The options vested and became exercisable as follows: 50% on 12/31/2003 and 50% on 2/27/2004 (the effective time of the merger with Conexant Systems, Inc.

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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