

POWELL CHARLES MICHAEL
Form 4
November 17, 2004

FORM 4

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

OMB APPROVAL

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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 *
POWELL CHARLES MICHAEL

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)
100 SCHULZ DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and COO

RED BANK, NJ 07701

(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)
Common Stock				(A) or (D)	5,000	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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.27					04/23/2002 ⁽¹⁾ 06/20/2011	Common Stock	299,500
Stock Option (Right to Buy)	\$ 6.91					10/03/2002 ⁽²⁾ 10/02/2011	Common Stock	119,800
Stock Option (Right to Buy)	\$ 10.35					12/17/2002 ⁽³⁾ 12/16/2011	Common Stock	119,800
Stock Option (Right to Buy)	\$ 7.42					03/05/2005 ⁽⁴⁾ 03/05/2012	Common Stock	250,000
Stock Option (Right to Buy)	\$ 7.42					02/27/2006 ⁽⁵⁾ 03/05/2012	Common Stock	175,000
Stock Option (Right to Buy)	\$ 2.76					07/22/2003 ⁽⁶⁾ 07/21/2012	Common Stock	239,600
Stock Option (Right to Buy)	\$ 3.2					02/14/2004 ⁽⁷⁾ 02/13/2013	Common Stock	479,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

POWELL CHARLES MICHAEL
100 SCHULZ DRIVE
RED BANK, NJ 07701

SVP and COO

Signatures

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

11/16/2004

__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) The options vested 25% on 4/23/2002 and 6.25% per quarter thereafter (fully vested as of 4/23/2005)
- (2) The options vested 25% on 10/03/2002 and 6.25% per quarter thereafter (fully vested as of 10/03/2005).
- (3) The options vested 25% on 12/17/2002 and 6.25% per quarter thereafter (fully vested as of 12/17/2005).
- (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) Shares 100% cliff vest upon the second anniversary of the Conexant Systems, Inc. and GlobespanVirata, Inc., merger, which date is February 27, 2006.
- (6) The options vested 25% on 7/22/2003 and 6.25% per quarter thereafter (fully vested as of 7/22/2006).
- (7) The options vested 25% on 2/14/04 and 6.25% per quarter thereafter (fully vested as of 2/14/2007).

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.