

SKYWORKS SOLUTIONS INC

Form 4

November 08, 2007

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FREYMAN BRUCE J

2. Issuer Name **and** Ticker or Trading  
Symbol  
SKYWORKS SOLUTIONS INC  
[SWKS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
5221 CALIFORNIA AVENUE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/06/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Vice President - Operations

IRVINE, CA 92617

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 11/06/2007                              |                                                             | A                                    | (A)<br>or<br>(D)<br>Amount<br>22,500<br>(1)                             | \$ 0                                                                                                               | 71,343                                                               | D                                       |
| Common<br>Stock                       | 11/07/2007                              |                                                             | F                                    | 3,575                                                                   | \$<br>9.33                                                                                                         | 67,768                                                               | D                                       |
| Common<br>Stock                       | 11/08/2007                              |                                                             | F                                    | 3,575                                                                   | \$<br>8.44                                                                                                         | 64,193                                                               | D                                       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 3,269 (2)                                                                                                          | I                                                                    | By 401(k)<br>plan                       |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------|
| Common<br>Stock (Right<br>to Buy)                   | \$ 9.33                                                            | 11/06/2007                              |                                                             | A                                    | 45,000                                                                                                       | <sup>(3)</sup> 11/06/2014                                      | Common<br>Stock                                                     | 45,000                              |
| Performance<br>Rights                               | \$ 0                                                               | 11/06/2007                              |                                                             | A                                    | 75,000                                                                                                       | <sup>(4)</sup> 11/06/2010                                      | Common<br>Stock                                                     | 75,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                                   |       |
|---------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
|                                                               | Director      | 10% Owner | Officer                           | Other |
| FREYMAN BRUCE J<br>5221 CALIFORNIA AVENUE<br>IRVINE, CA 92617 |               |           | Vice<br>President -<br>Operations |       |

## Signatures

Robert J. Terry,  
Attorney-In-Fact 11/08/2007

\*\*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) Restricted stock granted under the Skyworks Solutions, Inc. 2005 Long-Term Incentive Plan. Stock vests over four (4) years in three (3) equal installments, beginning on 11/6/2009 and ending on 11/6/2011; provided, however, that if the percentage change in the price of Skyworks' common stock meets certain annual performance targets, 1/3 of the restricted shares could vest as early as 11/6/2008, and another 1/3 could vest as early as 11/6/2009, such that 100% of the grant could be vested by such date.

(2) This total represents the number of shares of common stock held by the reporting person in the Skyworks Solutions, Inc. 401(k) plan. The information in this report is based on the latest plan statement dated 11/7/2007.

(3)

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Stock option granted under the Company's 2005 Long-Term Incentive Plan. The stock option vests in four (4) equal installments, beginning on 11/6/2008 and ending on 11/6/2011.

Receipt of performance shares is tied to stock price appreciation thresholds measured over a three-year performance period ending on November 6, 2010. One third of the total performance shares will be earned upon each incremental 20% stock price appreciation from the

(4) 60-day trading average of the common stock immediately preceding the date of grant, such that 100% of the total performance shares will be earned upon stock price appreciation of at least 60% during the performance period. Continued service through the end of the performance period is required to earn the performance shares.

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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