

SKYWORKS SOLUTIONS INC
 Form 4
 November 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
GRIFFIN LIAM

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)
20 WOBURN ROAD
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Sales and Marketing

WOBURN, MA 01801
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 11/06/2007 | | A | | 25,000 ⁽¹⁾ \$ 0 | D | |
| Common Stock | 11/06/2007 | | F | | 3,969 \$ 9.33 | D | |
| Common Stock | 11/08/2007 | | F | | 5,557 \$ 8.44 | D | |
| Common Stock | | | | | 7,325 ⁽³⁾ | I | By 401(k) plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Common Stock (Right to Buy) | \$ 9.33 | 11/06/2007 | | A | 50,000 | (4) 11/06/2014 | Common Stock 50,000 |
| Performance Rights | \$ 0 | 11/06/2007 | | A | 150,000 | (5) 11/06/2010 | Common Stock 150,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GRIFFIN LIAM 20 WOBURN ROAD WOBURN, MA 01801 | | | Sr. VP, Sales and Marketing | |

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 includes the 1,000 shares of common stock acquired by the reporting person in the Skyworks Solutions, Inc. Employee Stock Purchase Plan since the last report.
 - (3) 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 11/6/2007.

Edgar Filing: SKYWORKS SOLUTIONS INC - Form 4

- (4) The stock option vested 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

- (5) 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.

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.