

SKYWORKS SOLUTIONS, INC.

Form 4

November 13, 2014

**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 \*  
PALETTE DONALD W

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 SYLVAN ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/10/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/10/2014		A		5,006 (1) \$ 0	D	
Common Stock	11/10/2014		F		2,366 (2) \$ 60.97	D	
Common Stock	11/10/2014		A		13,500 (3) \$ 0	D	
Common Stock	11/10/2014		F		6,379 (2) \$ 60.97	D	
Common Stock	11/10/2014		A		14,968 (4) \$ 0	D	

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Common Stock	11/10/2014	F	7,073 (2)	D	\$ 60.97	48,323	D	
Common Stock	11/10/2014	A	20,282 (5)	A	\$ 0	68,605	D	
Common Stock	11/10/2014	F	9,584 (2)	D	\$ 60.97	59,021	D	
Common Stock						4,493 (6)	I	By 401(k) plan

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

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(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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 60.97	11/10/2014		A	32,000	(7) 11/10/2021	Common Stock 32,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALETTE DONALD W 20 SYLVAN ROAD WOBURN, MA 01801			EVP & CFO	

## Signatures

Robert J. Terry, as Attorney-In-Fact for Donald W. Palette  
11/13/2014

\_\_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) Unrestricted stock award under the Issuer's 2005 Long-Term Incentive Plan made as partial payment for an amount due to the Reporting Person under the Issuer's Fiscal 2014 Executive Incentive Plan.
- (2) Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.  
Represents 13,500 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/7/2013. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2014.
- (3) Represents 14,968 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/8/2012. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2013.
- (4) Represents 20,282 shares of common stock issued to the Reporting Person pursuant to a performance share award dated 11/10/2011. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2012.
- (5) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan based on the latest plan statement dated 10/31/2014.
- (6) This stock option vests in four (4) equal installments, beginning on 11/10/2015 and ending on 11/10/2018.

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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