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Sabourin Jol Form 4	hn Paul										
December 24, 2008 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). FORM 4 UNITED STATES 5 STATEMENT OF Filed pursuant to Se Section 17(a) of the Pursuant to Set 30(h) o				shington NGES IN SECUF 6(a) of th	ERSHIP OF Act of 1934, 1935 or Section	OMB APPROVAL OMB 3235-0287 Number: January 31 Expires: January 31 2005 Estimated average burden hours per response 0.5					
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Polar Securities Inc.			2. Issuer Name and Ticker or Trading Symbol MINDSPEED TECHNOLOGIES, INC [MSPD]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 12/22/2008				Officer (give titleOther (specify below)Other (specify below)				
				endment, Da nth/Day/Yea	ate Original r)			6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	ecurit	ies Acqu	iired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if			3. Transactic Code (Instr. 8) Code V	4. Securitie nor Disposed (Instr. 3, 4 a Amount	d of (È))	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)	
Commons Stock	12/22/2008			Р	165,000	A	\$ 0.675	2 579 097	Ι	See Footnotes (1) (2)	
Commons Stock	12/22/2008			Р	18,870	A	\$ 0.6780	₆ 2,597,967	Ι	See Footnotes (1) (2)	

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

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 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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying tities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Polar Securities Inc. 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2S6		Х					
Sabourin John Paul 2170 PINEEDLE ROW MISSISSAUGA, A6 L5C 1V3		Х					
Polar Capital CORP 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2W9		Х					
Signatures							
/s/ John Paul Sabourin, Chief Ir Officer	ivestment		12/24/2	2008			
**Signature of Reporting Perso	on		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).

This Form 4 is being filed to report that Polar Securities Inc., a company incorporated under the laws of Ontario, Canada ("PSI"), Polar Capital Corporation, a company incorporated under the laws of Ontario Canada ("PCC") and John Paul Sabourin ("Mr. Sabourin" and together with PSI and PCC, the "Reporting Persons") together have purchased additional shares of Mindspeed

 Sabourn and togener with PSI and PCC, the Reporting Persons) togener have purchased additional shares of Mindspeed Technologies, Inc. common stock (the "Securities") on behalf of Altairis Offshore and Altairis Offshore Levered (the "Funds").
 PSI acts as investment manager to the Funds. PSI is a wholly owned subsidiary of Polar Financial Corporation, a company incorporated under the laws of Ontario, Canada, which is controlled by PCC. Mr. Sabourin is the chairman of PSI.

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The Reporting Persons own directly 0 shares of the Securities. These Securities are held by the Funds. The Reporting Persons may be deemed to beneficially own 2,597,967 shares of common stock, which represent approximately 10.9% of the outstanding

(2) shares of common stock. Each Reporting Persons disclaims beneficial ownership of the securities included in this report and this report shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of such person's pecuniary interest therein.

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.