

Mankar Anil Shamrao  
Form 4  
February 15, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Mankar Anil Shamrao

2. Issuer Name and Ticker or Trading Symbol  
MINDSPEED TECHNOLOGIES, INC [MSPD]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
\_\_\_\_ Director      \_\_\_\_ 10% Owner  
 Officer (give title below)      \_\_\_\_ Other (specify below)  
Senior Vice President

(Last)      (First)      (Middle)  
  
4000 MACARTHUR BLVD., EAST TOWER  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/14/2011

NEWPORT BEACH, CA 92660

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

(City)      (State)      (Zip)

**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	02/14/2011		M		2,500	A	\$ 3.65
							16,814
Common Stock	02/14/2011		S		2,500	D	\$ 8.1516
							(1)
Common Stock	02/14/2011		M		5,834	A	\$ 2.12
							20,148
Common Stock	02/14/2011		S		5,834	D	\$ 8.1326
							(2)
							14,314

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Common Stock	02/14/2011	M	6,666	A	\$ 4.36	20,980	D	
Common Stock	02/14/2011	S	6,666	D	\$ <u>8.1062</u> (3)	14,314	D	
Common Stock	02/14/2011	S	6,721	D	\$ 8.06	2,240	I	By Savings Plan - MSPD (4)
Common Stock						166	I	By Family Trust
Common Stock						200	I	By IRA

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)	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)	\$ 3.65	02/14/2011		M	2,500	08/29/2009 08/29/2016	Common Stock	2,500
Stock Option (Right to Buy)	\$ 2.12	02/14/2011		M	5,834	04/30/2010 04/30/2017	Common Stock	5,834
Stock Option (Right to Buy)	\$ 4.36	02/14/2011		M	6,666	02/20/2010 11/20/2017	Common Stock	6,666

