

MINDSPEED TECHNOLOGIES, INC

Form 4

February 16, 2006

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 *
HALIM RAOUF Y

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2006		M		4,712	A	\$ 1.67
Common Stock	02/14/2006		S		4,712	D	\$ 3.67
Common Stock	02/14/2006		M		12,000	A	\$ 1.67
Common Stock	02/14/2006		S		12,000	D	\$ 3.66
Common Stock	02/14/2006		M		15,000	A	\$ 1.67

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Common Stock	02/14/2006	S	15,000	D	\$ 3.65	325,885	D	
Common Stock	02/14/2006	M	5,000	A	\$ 1.67	330,885	D	
Common Stock	02/14/2006	S	5,000	D	\$ 3.63	325,885	D	
Common Stock	02/14/2006	M	15,000	A	\$ 1.67	340,885	D	
Common Stock	02/14/2006	S	15,000	D	\$ 3.64	325,885	D	
Common Stock						5,273	I	By IRA
Common Stock						8,055	I ⁽¹⁾	By Savings Plan - MSPD

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
Stock Option (Right to Buy)	\$ 1.67	02/14/2006		M	4,712 ⁽²⁾	06/27/2003 03/22/2006	Common Stock 4,712
Stock Option (Right to Buy)	\$ 1.67	02/14/2006		M	12,000 ⁽²⁾	06/27/2003 03/22/2006	Common Stock 12,000
	\$ 1.67	02/14/2006		M		06/27/2003 03/22/2006	15,000

Stock Option (Right to Buy)					15,000 (2)			Common Stock	
Stock Option (Right to Buy)	\$ 1.67	02/14/2006	M		5,000 (2)	06/27/2003	03/22/2006	Common Stock	5,000
Stock Option (Right to Buy)	\$ 1.67	02/14/2006	M		15,000 (2)	06/27/2003	03/22/2006	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALIM RAOUF Y 4000 MACARTHUR BLVD. EAST TOWER NEWPORT BEACH, CA 92660	X		Chief Executive Officer	

Signatures

/s/ Steven W. Sprecher, Attorney-in-fact for Raouf Y. Halim
 02/16/2006
 **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).
 Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a
 (1) periodic basis pursuant to the Plan, based on the latest information furnished by the Plan Administrator. The shares represented by Company stock fund units under the Plan are held in the employee benefit plan trust established thereunder.
 (2) The reporting person exercised a stock option to purchase an aggregate of 51,172 shares of common stock, which was due to expire on March 22, 2006

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.