SKYWORKS SOLUTIONS INC

Form 4

November 08, 2007

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** FREYMAN BRUCE J			2. Issuer Name an Symbol	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			SKYWORKS SOLUTIONS INC [SWKS]		(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest T	ransaction		10% Owner		
5221 CALIFORNIA AVENUE			(Month/Day/Year)		X Officer (giv below)	re title Other (specify below)		
			11/06/2007		Vice President - Operations			
	(Street)		4. If Amendment, D	ate Original	6. Individual or J	oint/Group Filing(Check		
			Filed(Month/Day/Yea	r)	Applicable Line)			
						One Reporting Person		
IRVINE, CA 92617					Form filed by More than One Reporting Person			
					reison			
(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acq	uired, Disposed o	of, or Beneficially Owned		
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Nature		

(City)	(State)	Zip) Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	11/06/2007		A	22,500 (1)	A	\$0	71,343	D		
Common Stock	11/07/2007		F	3,575	D	\$ 9.33	67,768	D		
Common Stock	11/08/2007		F	3,575	D	\$ 8.44	64,193	D		
Common Stock							3,269 (2)	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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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day.	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Common Stock (Right to Buy)	\$ 9.33	11/06/2007		A	45,000	(3)	11/06/2014	Common Stock	45,00
Performance Rights	\$ 0	11/06/2007		A	75,000	<u>(4)</u>	11/06/2010	Common Stock	75,00

Reporting Owners

T	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

FREYMAN BRUCE J Vice
5221 CALIFORNIA AVENUE President IRVINE, CA 92617 Operations

Signatures

Robert J. Terry, Attorney-In-Fact

**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).
- 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 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 11/7/2007.

(3)

Reporting Owners 2

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Stock option granted under the Company's 2005 Long-Term Incentive Plan. The stock option vests 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

(4) 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.