

WATERS GREGORY L
Form 4
June 12, 2009

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 *
WATERS GREGORY L

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)
06/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & GM, Front-End Solutions

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	06/10/2009		A	20,000 (1)	A (2) 133,523	D	
Common Stock					7,971 (3)	I	By 401(k) Savings Plan

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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Performance Rights	(4)	06/10/2009		D	60,000	(4) 11/06/2010	Common Stock
Performance Rights	(5)	06/10/2009		A	40,000	(5) 11/06/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERS GREGORY L 20 SYLVAN ROAD WOBURN, MA 01801			EVP & GM, Front-End Solutions	

Signatures

Robert J. Terry,
Attorney-In-Fact

06/12/2009

__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) Restricted stock granted under the Skyworks Solutions, Inc. 2005 Long Term Incentive Plan. Stock vests on 11/6/10, provided that the reporting person remains employed with Skyworks Solutions, Inc. ("Skyworks" or the "Issuer") through such date.

Effective 6/10/09, the reporting person agreed to have performance rights granted to him on 11/6/07, representing the right to receive up to 60,000 shares of the Issuer's common stock upon attainment of performance targets tied to appreciation of the Issuer's stock price

(2) (described in footnote (4) below), cancelled and replaced with (i) 20,000 new share of the Issuer's restricted common stock which will vest on 11/6/10 (as described in footnote (1) above) and (ii) new performance rights representing the right to receive up to 40,000 shares of the Issuer's common stock upon attainment of certain performance targets (described in footnote (5) below).

(3) This total represents the number of shares of common stock held by the reporting person in the Issuer's 401(k) plan. The information in this report is based on the latest plan statement dated 6/1/09.

Receipt of the shares would have been based on achievement of three different stock price appreciation targets over a three-year performance period ending on 11/6/10. One third of the total performance shares would have been earned upon each incremental 20% increase in the Issuer's stock price (i.e., Nominal/Threshold=20% increase; Target=40% increase; and Maximum/Stretch=60% increase)

(4) over the 60-day trading average of the Issuer's common stock immediately preceding the date of grant such that 100% of the total performance shares would have been earned upon stock appreciation of at least 60% during the performance period (i.e., Nominal/Threshold=20,000 shares; Target=20,000 shares; and Maximum/Stretch=20,000 shares). Continued employment with Skyworks through the end of the performance period was also required to earn performance shares.

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- (5) Receipt of shares will be based on a comparison of (x) the change in Skyworks' common stock price to (y) the change in the price of the common stock of companies in a peer group over a three year period. The change in price of each company's common stock will be determined by comparing its average stock price for the 90 day period beginning 11/6/07 to its average stock price for the 90 day period ending 11/6/10. If the percentage change in Skyworks' stock price exceeds the 60th percentile of the peer group, then the "target" metric covering 20,000 shares will be deemed met. If the percentage change in Skyworks' stock price exceeds the 70th percentile of the peer group, then the "stretch" metric covering another 20,000 shares will be deemed met. The reporting person will then receive 50% of the total shares for which the metric(s) was met on 11/6/10 and the remaining 50% of such shares on 11/6/11, so long as he is employed with Skyworks through such date(s).

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.