

MINDSPEED TECHNOLOGIES, INC

Form 4

March 01, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2007

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

Chief Executive Officer

4000 MACARTHUR BOULEVARD, EAST TOWER

(Street)

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

NEWPORT BEACH, CA 92660

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/27/2007		M		48,557	A	\$ 1.71 271,109 D
Common Stock	02/27/2007		M		139,438	A	\$ 1.89 410,547 D
Common Stock	02/27/2007		M		33,198	A	\$ 1.8 443,745 D
Common Stock	02/27/2007		M		39,721	A	\$ 1 483,466 D
Common Stock	02/27/2007		M		139,027	A	\$ 1 622,493 D

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Common Stock	02/27/2007	S	60,649 (1)	D	\$ 2.27	561,844	D	
Common Stock	02/27/2007	S	172,225 (1)	D	\$ 2.28	389,619	D	
Common Stock	02/27/2007	S	167,067 (1)	D	\$ 2.3	222,552	D	
Common Stock						5,273	I	By IRA
Common Stock						12,912	I	By Savings Plan - MSPD (2)

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. 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 Number Shares
Stock Option (Right to Buy)	\$ 1.71	02/27/2007		M	48,557	07/02/1998(3) 07/02/2007	Common Stock 48,5
Stock Option (Right to Buy)	\$ 1.89	02/27/2007		M	139,438	01/04/2000(4) 01/04/2009	Common Stock 139,4
Stock Option (Right to Buy)	\$ 1	02/27/2007		M	139,027	11/05/2003(4) 11/05/2010	Common Stock 139,0
Stock Option (Right to Buy)	\$ 1.8	02/27/2007		M	33,198	03/30/2002(5) 03/29/2011	Common Stock 33,1

Buy)

Stock

Option
(Right to
Buy)

\$ 1

02/27/2007

M

39,721

11/05/2003⁽⁴⁾

11/04/2012

Common
Stock

39,7

Reporting Owners

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

Signatures

Steven W. Sprecher, Attorney-in-fact for Raouf Y.
Halim

03/01/2007

**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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a 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.

(3) Options became exercisable as to 1/3 of the option shares on this date and as to an additional 1/3 of the option shares on the first and second anniversaries thereof.

(4) Options became exercisable as to 1/4 of the option shares on this date and as to an additional 1/4 of the option shares on the first, second and third anniversaries thereof.

(5) Options became exercisable as to 1/2 of the option shares on this date and as to an additional 1/4 of the option shares on the first and second anniversaries thereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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