

Bajwa Najabat H.
Form 4
February 24, 2012

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 *
Bajwa Najabat H.

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)
02/23/2012

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	02/23/2012		S			10,658	D	\$ 6.4762 (1)	145,747	D	
Common Stock	02/23/2012		M			6,251	A	\$ 2.12	151,998	D	
Common Stock	02/23/2012		S			6,251	D	\$ 6.5023 (2)	145,747	D	
Common Stock	02/23/2012		M			107	A	\$ 1.7	145,854	D	

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Common Stock	02/23/2012		S	107	D	\$ 6.52	145,747	D	
Common Stock	02/23/2012		M	171	A	\$ 1.7	145,918	D	
Common Stock	02/23/2012		S	171	D	\$ 6.52	145,747	D	
Common Stock	02/23/2012		M	433	A	\$ 1.7	146,180	D	
Common Stock	02/23/2012		S	433	D	\$ 6.53	145,747	D	
Common Stock	02/23/2012		S	1,150	D	\$ 6.51	0	I	By Savings Plan - MSPD ⁽³⁾

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.12	02/23/2012		M	6,251	04/30/2010 04/30/2017	Common Stock	6,251
Stock Option (Right to Buy)	\$ 1.7	02/23/2012		M	107	05/15/2010 07/30/2012	Common Stock	107
Stock Option	\$ 1.7	02/23/2012		M	171	05/15/2010 01/28/2013	Common Stock	171

(Right to
Buy)

Stock

Option
(Right to
Buy)

\$ 1.7

02/23/2012

M

433

05/15/2010

02/02/2015

Common
Stock

433

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

Bajwa Najabat H.
4000 MACARTHUR BLVD., EAST TOWER
NEWPORT BEACH, CA 92660

Senior Vice President

Signatures

/s/ Ambra R. Roth,
Attorney-in-fact

02/24/2012

**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).

The price in Column 4 is a weighted average price. The prices actually received ranged from \$6.45 to \$6.53. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

The price in Column 4 is a weighted average price. The prices actually received ranged from \$6.50 to \$6.53. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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.

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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