

Hu Jean X.
 Form 3
 December 22, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * Hu Jean X. (Last) (First) (Middle) 4000 MACARTHUR BLVD. (Street) NEWPORT BEACH, CA 92660 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/15/2008 | 3. Issuer Name and Ticker or Trading Symbol CONEXANT SYSTEMS INC [CNXT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) CFO, Sr VP Bus. Development | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock | 678 | D | ^ |
| Performance Share Award ? Time Vested ⁽¹⁾ | 25,000 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Employee Stock Option (right to buy) | Â (2) | 03/30/2009 | Common Stock | 4,918 | \$ 26.306 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 04/03/2010 | Common Stock | 591 | \$ 34.466 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 04/03/2010 | Common Stock | 984 | \$ 34.466 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 04/03/2012 | Common Stock | 797 | \$ 34.466 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 06/14/2013 | Common Stock | 877 | \$ 14.9 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 06/14/2013 | Common Stock | 27,500 | \$ 14.9 | D | Â |
| Employee Stock Option (right to buy) | Â (2) | 06/15/2013 | Common Stock | 4,000 | \$ 14.5 | D | Â |
| Employee Stock Option (right to buy) | Â (3) | 02/07/2014 | Common Stock | 10,000 | \$ 27 | D | Â |
| Employee Stock Option (right to buy) | Â (4) | 05/15/2015 | Common Stock | 10,000 | \$ 14.1 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hu Jean X. 4000 MACARTHUR BLVD. NEWPORT BEACH, CA 92660 | Â | Â | Â CFO, Sr VP Bus. Development | Â |

Signatures

//Pamela E. Swanson//, Pamela E. Swanson, Attorney-in-fact, Jean X. Hu 12/18/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Performance Share Award will vest in full on April 30, 2009.
- (2) Option is fully exercisable.
- (3) The option became exercisable as to 2,500 shares on 02/07/07 and 2,500 shares on 02/07/08. The remaining options will become exercisable 25% on 07/07/09 and 25% on 07/07/10.
- (4)

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The option became exercisable as to 5,000 shares on 05/15/2008. The remaining options will become exercisable 25% on 05/15/2009 and 25% on 05/15/2010.

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.