

BEALL DONALD R  
 Form 4  
 April 02, 2003  
 SEC Form 4

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|---|---|--|
| <p align="center"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p> | <p align="center">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response: . . . . 0.5</p> |
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|---|--|--|
| <p>1. Name and Address of Reporting Person*</p> <p><b>Beall, Donald R.</b></p> <hr/> <p>(Last) (First)<br/>(Middle)<br/><b>5 Civic Plaza, Suite 320</b></p> <hr/> <p>(Street)<br/><b>Newport Beach, CA 92660-956</b></p> <hr/> <p>(City) (State)<br/>(Zip)<br/><b>USA</b></p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Conexant Systems, Inc. CNXT</b></p>   | <p>6. Relationship of Reporting Person(s) to Issuer<br/>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input type="checkbox"/> Officer <input type="checkbox"/> Other</p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>  | <p>4. Statement for Month/Day/Year</p> <p align="center"><b>April 01, 2003</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> |  |

| 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 and Voluntary Code (Instr. 8) | 4. Securities Acquired (A) or Disposed (D) Of (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) |
|  |                                      |  | Code   V  | Amount   A/D   Price   |   |   |   |
| Common Stock   | 03/31/2003                           |  | A   | 7,005(1)   A   \$1.4900  | 1,251,543   | I   | Trustee - Family Trust                                |
| Common Stock   |                                      |  |   |  | 63,387  | I   | By Savings Plan (2)                                   |
| Common Stock   |                                      |  |   |  | 2,800   | I   | Trustee - Mother (3)                                  |
| Common Stock   |                                      |  |   |  | 6,176   | I   | Trustee - Son (3)                                     |
|  |                                      |  |   |  |   |   |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
 \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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 SEC 1474 (9-02)

## Beall, Donald R. - April 01, 2003

## Form 4 (continued)

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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 and Voluntary Code (Instr.8)<br><br>Code I V | 5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5) | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)<br><br>(DE)   (ED) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transactions (Instr.4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.4) | 11. Nature of Indirect Beneficial Ownership (Instr.4) |
| Stock Option (Right to Buy)   | \$2.5932   |                                      |  |  |   |   | Common Stock - 321,986  |   | 321,986   | D   |   |
| Stock Option (Right to Buy)   | \$3.2723   |                                      |  |  |   |   | Common Stock - 271,996  |   | 271,996   | D   |   |
| Stock Option (Right to Buy)   | \$3.2725   |                                      |  |  |   |   | Common Stock - 1,824  |   | 1,824   | D   |   |
| Stock Option (Right to Buy)   | \$2.9412   |                                      |  |  |   |   | Common Stock - 750  |   | 750   | D   |   |
| Stock Option (Right to Buy)   | \$3.4000   |                                      |  |  |   |   | Common Stock - 80,000   |   | 80,000  | D   |   |
| Stock Option (Right to Buy)   | \$4.4279   |                                      |  |  |   |   | Common Stock - 20,000   |   | 20,000  | D   |   |
| Stock Option (Right to Buy)   | \$4.2327   |                                      |  |  |   |   | Common Stock - 20,000   |   | 20,000  | D   |   |
| Stock Option (Right to Buy)   | \$4.2291   |                                      |  |  |   |   | Common Stock - 20,000   |   | 20,000  | D   |   |
| Stock Option (Right to Buy)   | \$2.2800   |                                      |  |  |   |   | Common Stock - 80,000   |   | 80,000  | D   |   |
| Stock Option (Right to Buy)   | \$1.3700   |                                      |  |  |   |   | Common Stock - 20,000   |   | 20,000  | D   |   |

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Explanation of Responses :

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**By: Jasmina Theodore Boulanger,**  
**Attorney-in-fact for** -  
**04-01-2003**

\*\* Signature of Reporting Person  
 Date

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

**Power of Attorney**

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**Form 4 (continued)**

**FOOTNOTE Descriptions for Conexant Systems, Inc. CNXT**

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**Donald R. Beall**  
**5 Civic Plaza, Suite 320**  
**Newport Beach, CA 92660-956**

**Explanation of responses:**

- (1) Shares granted as compensation for services as a Director under the Directors Stock Plan.
- (2) Shares represented by Company stock fund units under the Rockwell International Corporation 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) The undersigned disclaims beneficial ownership of these shares

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