

FREYMAN BRUCE J

Form 4

November 09, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FREYMAN BRUCE J

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)
5221 CALIFORNIA AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SR. VP - WW Operations

IRVINE, CA 92617

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/07/2011		M	(A) or (D) Amount 25,000 (1)	Price A 11 99,307	D	
Common Stock	11/07/2011		F	(A) or (D) Amount 10,904 (2)	\$ 21.32 88,403	D	
Common Stock					6,406 (3)	I	By 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	Amount or Number of Shares
Performance Rights	<u>(1)</u>	11/07/2011		M	25,000	<u>(1)</u> 11/06/2011	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

FREYMAN BRUCE J
5221 CALIFORNIA AVENUE
IRVINE, CA 92617

SR. VP - WW Operations

Signatures

Robert J. Terry, as Attorney-in-Fact for Bruce J.
Freyman

11/09/2011

**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).

Receipt of shares underlying performance rights was 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 was 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. Because Skyworks determined that the percentage change in Skyworks' stock price during the periods mentioned in the previous sentence exceeded the 70th percentile of the peer group, both the "target" metric under the performance rights covering 25,000 shares and the "stretch" metric under the performance rights covering another 25,000 shares were deemed to have been met.

(2) Transfer of common stock to the issuer of the number of shares determined to be sufficient to satisfy tax withholding obligations incurred as a result of the settlement of the Performance Rights discussed in the previous footnote and the resulting issuance of 25,000 shares of common stock to the reporting person on 11/7/11.

(3) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks 401(k) plan as of the most recent practicable date. The information in this report is based on the latest plan statement dated 10/31/11.

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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