

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**
SEC Accession No. **0001248043-06-000004**

([HTML Version](#) on secdatabase.com)

REPORTING OWNER

MCGREGOR SCOTT A

CIK: **1057449**

Type: **4** | Act: **34** | File No.: **000-23993** | Film No.: **06511729**

Mailing Address

*14 OAK PARK
BEDFORD MA 01730*

Business Address

7812804000

ISSUER

BROADCOM CORP

CIK: **1054374** | IRS No.: **330480482** | State of Incorp.: **CA** | Fiscal Year End: **1231**
SIC: **3674** Semiconductors & related devices

Mailing Address

*16215 ALTON PARKWAY
IRVINE CA 92618*

Business Address

*16215 ALTON PARKWAY
IRVINE CA 92618
9494508700*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: 02/28/2011
Estimated average burden hours per response 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person MCGREGOR SCOTT A			2. Issuer Name and Ticker or Trading Symbol BROADCOM CORP [BRCM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2006					
16215 ALTON PARKWAY			4. 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		
(Street)								
IRVINE, CA 92618								
(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)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	01/04/2006		M		21,394	A	\$31.97	256,968	D	
Class A common stock	01/04/2006		S ⁽¹⁾		20,000	D	\$48.5832	236,968 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee stock option (right to buy)	\$31.97	01/04/2006		M		21,394			⁽³⁾ 01/02/2015	Class A common stock 21,394	\$ 0	1,931,867	D	

Explanation of Responses:

1. Such shares were sold pursuant to a Rule 10b5-1 Sales Plan, which is intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

2. Includes (i) 9,192 shares that are held as Class A common stock and (ii) 227,776 shares in the form of restricted stock units that will entitle the Reporting Person to receive one share of Class A common stock per restricted stock unit.
3. Such option was granted on 01/03/2005 for 1,987,492 shares. Twenty-five percent (25%) of the option vested and became exercisable for such shares on 01/03/2006. The remaining portion of the option vests and becomes exercisable for such shares in a series of 36 equal monthly installments from 02/03/2006 through 01/03/2009.

Signatures

/s/ Scott A. McGregor

** Signature of Reporting Person

01/04/2006

Date

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).

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

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

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 Number.