

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**
SEC Accession No. **0001248043-05-000034**

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

ISSUER

BROADCOM CORP

CIK: **1054374** | IRS No.: **330480482** | State of Incorporation: **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

REPORTING OWNER

FARINSKY GEORGE L

CIK: **1201626**
Type: **4** | Act: **34** | File No.: **000-23993** | Film No.: **05791375**

Mailing Address
16215 ALTON PARKWAY PO
BOX 57013
IRVINE CA 92619-7013

FORM 4

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

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

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 FARINSKY GEORGE L			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 type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005					
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 ⁽¹⁾	04/28/2005		A		2,500	A	\$ 0 ⁽²⁾	2,500 ⁽³⁾	D	
Class A common stock								1,000	I	See Footnote ⁽⁴⁾

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						Title
Stock Option (right to buy)	\$29.56	04/28/2005		A		7,500		⁽⁵⁾	04/27/2015	Class A common stock	7,500	\$ 0	7,500	D	
Stock Option (right to buy)	\$29.56	04/28/2005		G ⁽⁶⁾	V	7,500		⁽⁵⁾	04/27/2015	Class A common stock	7,500	\$ 0	0	D	

Stock Option (right to buy)	\$29.56	04/28/2005	<u>G</u> ⁽⁶⁾	<u>V</u>	7,500		(5)	04/27/2015	Class A common stock	7,500	\$ 0	7,500	I	See Footnote (4)
-----------------------------	---------	------------	-------------------------	----------	-------	--	-----	------------	----------------------	-------	------	-------	---	------------------

Explanation of Responses:

1. The securities awarded on 04/28/2005 are 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. The restricted stock units will vest, and the underlying shares will be concurrently issued, in one annual installment upon the Reporting Person's continuation in Board service through the earlier of (i) the 5th day of May in the year immediately following the year in which the award is made or (ii) the day immediately preceding the date of the first annual meeting of shareholders following the award date.
2. The securities were awarded in an exempt transaction pursuant to SEC Rule 16b-3(d).
3. All of such shares are 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.
4. Held by the Farinsky 1992 Trust. The Reporting Person, as co-trustee and co-beneficiary of such trust is deemed to beneficially own the Issuer's securities held by such trust.
5. All option shares are immediately exercisable but any purchased shares will be subject to repurchase by the Issuer, at the exercise price paid per share, should the Reporting Person cease service prior to the vesting in those shares. The shares subject to such option vest upon the earlier of (i) the Reporting Person's completion of one year of service on the Issuer's board of directors measured from the grant date or (ii) the Reporting Person's continuation in Board service through the day immediately preceding the date of the first annual meeting of shareholders following the annual meeting of shareholders at which such option was granted.
6. Such transaction represents the transfer of an option to purchase 7,500 shares of the Issuer's Class A Common Stock from the Reporting Person to the Farinsky 1992 Trust. The Reporting Person, as co-trustee and co-beneficiary of such trust is deemed to beneficially own the Issuer's securities held by such trust.

Signatures

/s/ George L. Farinsky

** Signature of Reporting Person

04/28/2005

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.