

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**
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REPORTING OWNER

BEALL DONALD R

CIK: **1185802**

Type: **4** | Act: **34** | File No.: **000-50499** | Film No.: **06514622**

Business Address

4311 JAMBOREE RD
NEWPORT BEACH CA 92660
9494834383

ISSUER

MINDSPEED TECHNOLOGIES, INC

CIK: **1224370** | IRS No.: **010616769** | State of Incorporation: **DE** | Fiscal Year End: **0930**
SIC: **3674** Semiconductors & related devices

Mailing Address

4000 MACARTHUR
BOULEVARD
EAST TOWER
NEWPORT BEACH CA 92660

Business Address

4000 MACARTHUR
BOULEVARD
EAST TOWER
NEWPORT BEACH CA 92660
9495793000

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

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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 BEALL DONALD R			2. Issuer Name and Ticker or Trading Symbol MINDSPEED TECHNOLOGIES, INC [MSPD]		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) 01/04/2006			
5 CIVIC PLAZA, SUITE 320			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) NEWPORT BEACH, CA 926605956						
(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
Common Stock	01/04/2006		<u>M</u>		97,241	A	\$1.8234	658,279	I	By Family Trust
Common Stock	01/04/2006		<u>M</u>		652	A	\$1.8235	658,931	I	By Family Trust
Common Stock	01/04/2006		<u>M</u>		28,602	A	\$1.8946	687,533	I	By Family Trust
Common Stock	01/04/2006		<u>M</u>		7,150	A	\$1.2705	694,683	I	By Family Trust
Common Stock								21,114	I	By Savings Plan (1)
Common Stock								2,058	I	Trustee - Son (2)

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
Stock Option	\$1.8234	01/04/2006		<u>M</u>		97,241	06/27/2003	12/09/2006	Common Stock	97,241	\$ 0	0	I	By Family Trust

(Right to Buy)														
Stock Option (Right to Buy)	\$1.8235	01/04/2006		<u>M</u>		652	06/27/2003	12/09/2006	Common Stock	652	\$ 0	0	I	By Family Trust
Stock Option (Right to Buy)	\$1.8946	01/04/2006		<u>M</u>		28,602	06/27/2003	01/04/2009	Common Stock	28,602	\$ 0	0	I	By Family Trust
Stock Option (Right to Buy)	\$1.2705	01/04/2006		<u>M</u>		7,150	11/29/2003 ⁽³⁾	11/29/2012	Common Stock	7,150	\$ 0	7,150	I	By Family Trust

Explanation of Responses:

1. 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.
2. The undersigned disclaims beneficial ownership of these shares.
3. Options become exercisable in whole or part (but only for a whole number of shares) as to one-fourth of the option shares beginning on this date and as to an additional one-fourth of the option shares beginning on the first, second and third anniversaries thereof.

Signatures

By: Steven W. Sprecher, Attorney-in-fact for

** Signature of Reporting Person

01/05/2006

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.