

MINDSPEED TECHNOLOGIES, INC

Form 4

December 23, 2013

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 *
DECKER DWIGHT W

2. Issuer Name **and** Ticker or Trading
Symbol
**MINDSPEED TECHNOLOGIES,
INC [MSPD]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**4000 MACARTHUR BLVD., EAST
TOWER**

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
NEWPORT BEACH, CA 92660

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/17/2013		U	(A) or (D) D	Amount 324,711 (1) Price \$ 5.05	0	D

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
required to respond unless the form
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	8.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.93	12/17/2013		D	4,000	03/10/2010	03/10/2019	Common Stock	4,000
Stock Option (Right to Buy)	\$ 3.05	12/17/2013		D	4,000	04/07/2009	04/07/2018	Common Stock	4,000
Stock Option (Right to Buy)	\$ 4.73	12/17/2013		D	5,000	02/12/2014	02/12/2023	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

DECKER DWIGHT W
4000 MACARTHUR BLVD., EAST TOWER X
NEWPORT BEACH, CA 92660

Signatures

/s/ Ambra R. Roth,
Attorney-in-fact 12/20/2013

__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).

Pursuant to the Agreement and Plan of Merger, dated November 5, 2013, between Mindspeed Technologies, Inc., M/A-COM Technology

(1) Solutions Holdings, Inc., a Delaware corporation ("Parent"), and Micro Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent, each share of Common Stock and each restricted stock unit was exchanged for \$5.05 in cash.

(2) In connection with the merger, the option was cancelled in exchange for a cash payment equal to the number of options multiplied by the difference between \$5.05 and the exercise price of the option per share.

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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