

SKYWORKS SOLUTIONS INC  
 Form 4  
 November 06, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WATERS GREGORY L**

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)  
**20 SYLVAN ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/04/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP & GM, Front-End Solutions**

**WOBURN, MA 01801**

(City) (State) (Zip)

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

**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 (Instr. 4)
Common Stock	11/04/2008		A	(A) or (D) Amount 11,262 (1)	\$ 0	137,170 (2)	D
Common Stock	11/04/2008		F	(3) Amount 3,576	\$ 7.18	133,594	D
Common Stock					6,956 (4)	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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Common Stock (Right to Buy)	\$ 7.18	11/04/2008		A	100,000	<sup>(5)</sup> 11/04/2015	Common Stock 100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATERS GREGORY L 20 SYLVAN ROAD WOBURN, MA 01801			EVP & GM, Front-End Solutions	

## Signatures

Robert J. Terry,  
Attorney-In-Fact

11/06/2008

\*\*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).
- (1) Unrestricted stock award under the Issuer's 2005 Long-Term Incentive Plan made as partial payment for an amount due to the Reporting Person under the Issuer's Fiscal 2008 Executive Incentive Compensation Plan.
  - (2) This total includes the 1,000 shares of common stock acquired by the Reporting Person in the Issuer's Employee Stock Purchase Plan since the last report.
  - (3) Transfer of stock to the Issuer of the number of common shares determined to be sufficient to satisfy tax withholding obligations related to the issuance of unrestricted stock to the Reporting Person.
  - (4) This total represents the number of shares of common stock held by the Reporting Person in the Issuer's 401(k) plan. The information in this report is based on the latest plan statement dated 10/30/2008.
  - (5) Stock option granted under the Issuer's 2005 Long-Term Incentive Plan. The stock option vests in four (4) equal installments, beginning on 11/4/2009 and ending on 11/4/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.