Sabourin John Paul Form 4 August 25, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Polar Securities Inc.

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

MINDSPEED TECHNOLOGIES.

INC [MSPD]

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Middle)

(Month/Day/Year)

Director 10% Owner Other (specify Officer (give title

08/19/2009

372 BAY STREET, 21ST FLOOR

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

below)

TORONTO, A6 M5H 2W9

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Last)

2. Transaction Date 2A. Deemed Execution Date, if (Month/Day/Year)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and 8. Price of 9. Nu **Expiration Date** Amount of Derivative Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Deriv (Month/Day/Year) Security or Exercise Code Underlying Security any of Secu

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Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Secur (Instr	ities . 3 and 4)	(Instr. 5)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Polar Securities Inc. 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2W9		X					
Sabourin John Paul 2170 PINEEDLE ROW MISSISSAUGA, A6 L5C 1V3		X					
Polar Capital CORP 372 BAY STREET 21ST FLOOR TORONTO, A6 M5H 2W9		X					

Signatures

/s/ John Paul Sabourin, Chief Investment
Officer

**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).

Remarks:

Polar Securities Inc., a company incorporated under the laws of Ontario, Canada, Polar Capital Corporation, a company incorporated under the laws of Ontario, Canada and John Paul Sabourin ceased to be 10% owners of the shares of Mindspeed Technologies, Inc. (the "Company") common stock (the "Securities") on August 19, 2009, due to the public offering of additional shares of the Securities on August 19, 2009 as described in the 8-K of the Company filed on August 14, 2009.

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.

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