MINDSPEED TECHNOLOGIES, INC
Form 4
February 28, 2012

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

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

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HALIM RAOUF Y

(Last) (First) (Middle)

4000 MACARTHUR BLVD., EAST TOWER

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/24/2012		M		5,500	A	$ 2.12	711,576	D	
Common Stock	02/24/2012		S		5,500	D	$ 6.5855 (1)	706,076	D	
Common Stock	02/24/2012		M		24,500	A	$ 2.12	730,576	D	
Common Stock	02/24/2012		S		24,500	D	$ 6.5061 (2)	706,076	D	

Common Stock	02/24/2012	M	10,000	A	$ 2.12	716,076	D	
Common Stock	02/24/2012	S	10,000	D	$ 6.5017 (3)	706,076	D	
Common Stock	02/27/2012	M	858	A	$ 2.12	706,934	D	
Common Stock	02/27/2012	S	858	D	$ 6.6	706,076	D	
Common Stock	02/27/2012	M	5,000	A	$ 2.12	711,076	D	
Common Stock	02/27/2012	S	5,000	D	$ 6.504 (4)	706,076	D	
Common Stock	02/27/2012	M	5,000	A	$ 2.12	711,076	D	
Common Stock	02/27/2012	S	5,000	D	$ 6.4091 (5)	706,076	D	
Common Stock	02/27/2012	M	9,152	A	$ 2.12	715,228	D	
Common Stock	02/27/2012	S	9,152	D	$ 6.4647 (6)	706,076	D	
Common Stock	02/27/2012	M	5,000	A	$ 2.12	711,076	D	
Common Stock	02/27/2012	S	5,000	D	$ 6.4637 (7)	706,076	D	
Common Stock	02/27/2012	M	5,000	A	$ 2.12	711,076	D	
Common Stock	02/27/2012	S	5,000	D	$ 6.4443 (8)	706,076	D	
Common Stock						26,192	I	By Savings Plan - MSPD (9)

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 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 or Number of Shares
Stock Option (Right to Buy)	$ 2.12	02/24/2012		M			5,500	04/30/2010	04/30/2017	Common Stock	5,500
Stock Option (Right to Buy)	$ 2.12	02/24/2012		M			24,500	04/30/2010	04/30/2017	Common Stock	24,500
Stock Option (Right to Buy)	$ 2.12	02/24/2012		M			10,000	04/30/2010	04/30/2017	Common Stock	10,000
Stock Option (Right to Buy)	$ 2.12	02/27/2012		M			858	04/30/2010	04/30/2017	Common Stock	858
Stock Option (Right to Buy)	$ 2.12	02/27/2012		M			5,000	04/30/2010	04/30/2017	Common Stock	5,000
Stock Option (Right to Buy)	$ 2.12	02/27/2012		M			9,152	04/30/2010	04/30/2017	Common Stock	9,152
Stock Option (Right to Buy)	$ 2.12	02/27/2012		M			5,000	04/30/2010	04/30/2017	Common Stock	5,000
Stock Option (Right to Buy)	$ 2.12	02/27/2012		M			5,000	04/30/2010	04/30/2017	Common Stock	5,000
	$ 2.12	02/27/2012		M			5,000	04/30/2010	04/30/2017		5,000

Stock Option (Right to Buy)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALIM RAOUF Y 4000 MACARTHUR BLVD., EAST TOWER NEWPORT BEACH, CA 92660	X		Chief Executive Officer	

Signatures

/s/ Ambra R. Roth, Attorney-in-fact	02/28/2012
**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) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.560 to $6.645. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(2) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.50 to $6.54. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(3) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.50 to $6.51. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(4) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.50 to $6.52. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(5) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.40 to $6.44. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(6) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.45 to $6.48. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(7) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.45 to $6.49. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(8) The price in Column 4 is a weighted average price. The prices actually received ranged from $6.440 to $6.455. The reporting person will provide to the Company, any security holder of the Company, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

(9) Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. 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.

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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