LEVAN GEORGE Form 4

November 10, 2010

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**OMB APPROVAL** OMB 3235-0287

Number: January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Common Stock 11/08/2010

Common Stock 11/10/2010

Common Stock 11/10/2010

1. Name and Address of Reporting Person * LEVAN GEORGE				Symbol	SKYWORKS SOLUTIONS INC					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
	(Last) 20 SYLVAN R		3. Date of Earliest Transaction (Month/Day/Year) 11/08/2010				Director 10% Owner Softicer (give title Other (specify below) to P, Human Resources							
(Street)					4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	WOBURN, MA	A 01801								Form filed by More than One Reporting Person				
	(City)	(State)	Table I -	Non-Deriv	ative Secu	rities	Acquired	ired, Disposed of, or Beneficially Owned						
	1.Title of Security (Instr. 3)	tr. 3) (Month/Day/Year) Ex		2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquir Transaction(A) or Disposed of ( Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) P				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership of Indirect Form: Beneficial Direct (D) Ownersh or Indirect (Instr. 4)  (I)  s) (Instr. 4)				
	CommonStock	11/08/20	10		F	8,350 (1)	D	\$ 23.87	91,923	D				
	Common Stock	11/08/20	10		M	20,000 (2)	A	<u>(2)</u>	111,923	D				
	Common Stock	11/08/201	10		F	8,350	D	\$	103 573	D				

F

Α

F

(3)

(4)

(5)

14,960

6,246

D

D

23.87

\$0

103,573

118,533

\$ 23.8 112,287

D

D

D

Common Stock 14,586 (6) I By 401(k) plan

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

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 control number.

SEC 1474

(9-02)

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. Transactic Code (Instr. 8)	5. Number of onDerivative 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	Amoun or Numbe of Shar
Performance Rights	<u>(2)</u>	11/08/2010		M	20,000	(2)	11/06/2010	Common Stock	20,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEVAN GEORGE 20 SYLVAN ROAD WOBURN, MA 01801

VP, Human Resources

#### **Signatures**

Robert J. Terry, attorney-in-fact 11/10/2010

\*\*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).
- Transfer of common stock to Skyworks of the number of shares of common stock determined to be sufficient to satisfy tax withholding (1) obligations incurred as a result of the vesting of an award of 20,000 shares of restricted common stock that had been granted to the reporting person under the Skyworks' 2005 Long Term Incentive Plan on 6/10/09.
- (2) Receipt of shares underlying performance rights was based on a comparison of (x) the change in Skyworks' common stock price to (y) the change in the price of the common stock of companies in a peer group over a three year period. The change in price of each company's

Reporting Owners 2

#### Edgar Filing: LEVAN GEORGE - Form 4

common stock was determined by comparing its average stock price for the 90 day period beginning 11/6/07 to its average stock price for the 90 day period ending 11/6/10. Because Skyworks determined that the percentage change in Skyworks' stock price during the periods mentioned in the previous sentence exceeded the 70th percentile of the peer group, both the "target" metric under the performance rights covering 20,000 shares and the "stretch" metric under the performance rights covering another 20,000 shares were deemed to have been met. The reporting person received 20,000 of such shares on 11/8/10 and, will receive the remaining 20,000 of such shares on 11/7/11, so long as he remains employed with Skyworks.

- Transfer of common stock to the issuer of the number of shares determined to be sufficient to satisfy tax withholding obligations incurred as a result of the settlement of the Performance Rights discussed in the previous footnote and the resulting issuance of 20,000 shares of common stock to the reporting person on 11/8/10.
- Represents 14,960 shares of common stock issued to the Reporting Person pursuant to a performance share award dated November 10, (4) 2009. Such performance share award contained both a continued employment condition and a performance condition related to the achievement by the Issuer of certain pre-established performance metrics for fiscal year 2010.
- Transfer to Skyworks of the number of shares of common stock determined to be sufficient to satisfy tax withholding obligations related to the settlement of the performance share award discussed in the previous footnote and the resulting issuance of 14,960 shares of common stock on 11/10/10.
- (6) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks 401(k) plan as of the most recent practicable date. The information in this report is based on the latest plan statement dated 11/9/10.

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.