

WATERS GREGORY L
Form 4
July 24, 2012

FORM 4

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

OMB APPROVAL

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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)
07/20/2012

____ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/20/2012		M	12,500	A \$ 9.33	249,785 ⁽¹⁾	D
Common Stock	07/20/2012		S	12,500	D \$ 28.67 ⁽²⁾	237,285	D
Common Stock	07/20/2012		M	20,000	A \$ 12.07	257,285	D
Common Stock	07/20/2012		S	20,000	D \$ 28.67 ⁽²⁾	237,285	D
	07/20/2012		M	25,000	A \$ 7.18	262,285	D

Common
Stock

Common Stock	07/20/2012	S	25,000	D	\$ 28.67 <u>(2)</u>	237,285	D
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Common Stock						9,391 <u>(3)</u>	I	By 401(k) plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. 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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 9.33	07/20/2012		M	12,500	<u>(4)</u> 11/06/2014	Common Stock	12,500	
Employee Stock Option (right to buy)	\$ 12.07	07/20/2012		M	20,000	<u>(5)</u> 11/10/2016	Common Stock	20,000	
Employee Stock Option (right to buy)	\$ 7.18	07/20/2012		M	25,000	<u>(6)</u> 11/04/2015	Common Stock	25,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

WATERS GREGORY L
20 SYLVAN ROAD
WOBURN, MA 01801

EVP & GM, Front-End Solutions

Signatures

Robert J. Terry, as Attorney-in-Fact for Gregory L.
Waters

07/24/2012

__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) This total includes 1,000 shares of common stock acquired by the Reporting Person in the Issuer's Employee Stock Purchase Plan since the last report.
- (2) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$28.58 per share to \$28.81 per share.
- (3) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks 401(k) plan based on the latest plan statement dated 07/23/2012.
- (4) This stock option vested in four (4) equal installments beginning on 11/06/2008 and ending on 11/06/2011.
- (5) This stock option vests in four (4) equal installments beginning on 11/10/2010 and ending on 11/10/2013.
- (6) This 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.

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