

MINDSPEED TECHNOLOGIES, INC  
 Form 4  
 March 12, 2010

**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 \*  
 DECKER DWIGHT W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/10/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

4000 MACARTHUR BLVD., EAST TOWER

(Street)

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

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

**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)
			Code	V	Amount or (D) Price		
Common Stock	03/10/2010		A		3,000 <u>(1)</u>	A	\$ 0
Common Stock					313,711	D	
					380	I	By IRA

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Option (Right to Buy)	\$ 11.793	03/10/2010		D <sup>(2)</sup>	35,697	02/10/2001 <sup>(2)</sup> 04/03/2012	Common Stock 3
Stock Option (Right to Buy)	\$ 11.793	03/10/2010		A <sup>(2)</sup>	35,697	02/10/2001 <sup>(2)</sup> 04/03/2012	Common Stock 3
Stock Option (Right to Buy)	\$ 11.793	03/10/2010		D <sup>(3)</sup>	53,643	07/24/2001 <sup>(3)</sup> 04/03/2012	Common Stock 5
Stock Option (Right to Buy)	\$ 11.793	03/10/2010		A <sup>(3)</sup>	53,643	07/24/2001 <sup>(3)</sup> 04/03/2012	Common Stock 5
Stock Option (Right to Buy)	\$ 9.001	03/10/2010		D <sup>(4)</sup>	33,352	03/30/2002 <sup>(4)</sup> 03/30/2011	Common Stock 3
Stock Option (Right to Buy)	\$ 9.001	03/10/2010		A <sup>(4)</sup>	33,352	03/30/2002 <sup>(4)</sup> 03/30/2011	Common Stock 3
Stock Option (Right to Buy)	\$ 22.0295	03/10/2010		D <sup>(5)</sup>	7,149	10/27/2001 <sup>(5)</sup> 10/27/2010	Common Stock 7
Stock Option (Right to Buy)	\$ 22.0295	03/10/2010		A <sup>(5)</sup>	7,149	10/27/2001 <sup>(5)</sup> 10/27/2010	Common Stock 7
Stock Option (Right to Buy)	\$ 11.793	03/10/2010		D <sup>(6)</sup>	64	02/10/2001 <sup>(6)</sup> 04/02/2012	Common Stock

Buy)

Stock Option (Right to Buy)	\$ 11.793	03/10/2010	A <sup>(6)</sup>	64	02/10/2001 <sup>(6)</sup>	04/02/2012	Common Stock
Stock Option (Right to Buy)	\$ 4.848	03/10/2010	D <sup>(7)</sup>	22,284	11/04/2003 <sup>(7)</sup>	11/04/2010	Common Stock
Stock Option (Right to Buy)	\$ 4.848	03/10/2010	A <sup>(7)</sup>	22,284	11/04/2003 <sup>(7)</sup>	11/04/2010	Common Stock
Stock Option (Right to Buy)	\$ 4.848	03/10/2010	D <sup>(7)</sup>	13,466	11/04/2003 <sup>(7)</sup>	11/03/2012	Common Stock
Stock Option (Right to Buy)	\$ 4.848	03/10/2010	A <sup>(7)</sup>	13,466	11/04/2003 <sup>(7)</sup>	11/03/2012	Common Stock
Stock Option (Right to Buy)	\$ 9.001	03/10/2010	D <sup>(8)</sup>	800	03/30/2002 <sup>(8)</sup>	03/29/2010	Common Stock
Stock Option (Right to Buy)	\$ 9.001	03/10/2010	A <sup>(8)</sup>	800	03/30/2002 <sup>(8)</sup>	03/29/2010	Common Stock
Stock Option (Right to Buy)	\$ 8.39	03/10/2010	A	4,000	03/10/2011 <sup>(9)</sup>	03/10/2020	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DECKER DWIGHT W 4000 MACARTHUR BLVD., EAST TOWER NEWPORT BEACH, CA 92660	X			

## Signatures

/s/ Brandi  
Steege

03/12/2010

\_\_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).
- (1) The acquisition represents an award of restricted stock units subject to vesting upon the reporting person's retirement or resignation from the board of directors of the Company under certain circumstances. Upon vesting, the restricted stock units shall be settled in the form of the Company's common stock.
- (2) The two reported transactions involved an amendment of the outstanding option to extend the exercisability of the option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 10, 2000 and provided for vesting in four equal annual installments commencing on February 10, 2001.
- (3) The two reported transactions involved an amendment of the outstanding option to extend the exercisability of the option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 24, 2000 and provided for vesting in four equal annual installments commencing on July 24, 2001.
- (4) The two reported transactions involved an amendment of the outstanding option to extend the exercisability of the option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on March 30, 2001 and provided for vesting in three annual installments as to 50% commencing on March 30, 2002, and 25% each year thereafter.
- (5) The two reported transactions involved an amendment of the outstanding option to extend the exercisability of the option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on October 27, 2000 and provided for vesting in two equal annual installments commencing on October 27, 2001.
- (6) The two reported transactions involved an amendment of the outstanding option to extend the exercisability of the option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on February 10, 2000 and provided for vesting in four equal annual installments commencing on February 10, 2001.
- (7) The two reported transactions involved an amendment of the outstanding option to extend the exercisability of the option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on November 4, 2002 and provided for vesting in four equal annual installments commencing on November 4, 2003.
- (8) The two reported transactions involved an amendment of the outstanding option to extend the exercisability of the option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on March 30, 2001 and provided for vesting in three annual installments as to 50% commencing on March 30, 2002, and 25% each year thereafter.
- (9) The acquisition represents an award of stock options subject to vesting in four approximately equal installments on each of the first, second, third and fourth anniversaries of the award date.

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.