Cao Jing Form 4 May 16, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Cao Jing			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			MINDSPEED TECHNOLOGIES, INC [MSPD]	(Check all applicable)			
(Last) 4000 MACA TOWER	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2011	Director 10% OwnerX Officer (give title Other (specify below) Senior Vice President			
	(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 Form filed by More than One Reporting			

NEWPORT BEACH, CA 92660

(Month/Day/Year)	Applicable Line)
	X Form filed by One Reporting Person
	Form filed by More than One Reporting
	Person

(City)	(State) (Z	Zip) Table	I - Non-D	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/11/2011	05/11/2011	S	2,844	D	\$ 8.46	316	I	By Savings Plan - MSPD (1)
Common Stock	05/12/2011		M	416	A	\$ 3.05	31,666	D	
Common Stock	05/12/2011		S	416 (2)	D	\$ 8.9	31,250	D	

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. Transacti Code (Instr. 8)	Derivat	tive ies ed	Expiration Date		7. Title and L Underlying S (Instr. 3 and	Securities
				Code V	(Instr. 3 and 5)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 3.05	05/12/2011		M	4	16	04/07/2009	04/07/2016	Common Stock	416

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cao Jing

4000 MACARTHUR BLVD., EAST TOWER NEWPORT BEACH, CA 92660

Senior Vice President

Signatures

/s/ Ambra R. Roth,

Attorney-in-fact 05/16/2011

**Signature of Reporting Person Da

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).
- Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a

 (1) 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.
- (2) Shares were sold pursuant to a 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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