Hamilton Gerald J Form 4 November 07, 2012

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

OMB APPROVAL OMB

Expires:

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

SECURITIES

2005 Estimated average burden hours per

0.5

Form 4 or 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)

1. Name and Address of Reporting Person * Hamilton Gerald J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

MINDSPEED TECHNOLOGIES, INC [MSPD]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner _X__ Officer (give title Other (specify

4000 MACARTHUR BLVD., EAST

11/05/2012

Senior Vice President

TOWER

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Filed(Month/Day/Year)

4. If Amendment, Date Original

X Form filed by One Reporting Person Form filed by More than One Reporting

NEWPORT BEACH, CA 92660

(City)	(State) 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/05/2012		F	192 (1)	D	\$ 3.78	128,728	D	
Common Stock	11/06/2012		F	230 (1)	D	\$ 3.64	128,498	D	
Common Stock							453	I	By IRA
Common Stock							661	I	By Savings Plan - MSPD (2)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities		(Instr. 5)	J
	Derivative				Securities	Securities		(Instr. 3 and 4)			(
	Security				Acquired						J
·					(A) or	(A) or]
					Disposed						7
					of (D)						(
			(Instr. 3,								
					4, and 5)						
									Amount		
							Expiration		or		
							Date	Title	Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hamilton Gerald J 4000 MACARTHUR BLVD., EAST TOWER NEWPORT BEACH, CA 92660

Senior Vice President

Signatures

/s/ Brandi R. Steege, Attorney-in-fact

11/07/2012

**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) Consists of shares of the Company's common stock withheld from the reporting person in order to satisfy applicable tax withholding obligations in connection with the vesting of restricted stock.
- Shares represented by Company stock fund units under the Mindspeed Technologies, Inc. Savings Plan which were acquired on a (2) 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. 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.

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