

SKYWORKS SOLUTIONS, INC.

Form 4

November 19, 2014

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 *
PALETTE DONALD W

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)
11/17/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

WOBURN, MA 01801

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

(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 | Price | | |
| Common Stock | 11/17/2014 | | M ⁽¹⁾ | | 25,000 | \$ 12.07 | A | D |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | | 17,165 | \$ 61.66 | D | D |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | | 7,835 | \$ 62.27 | D | D |
| Common Stock | 11/17/2014 | | M ⁽¹⁾ | | 27,500 | \$ 23.8 | A | D |
| | 11/17/2014 | | S ⁽¹⁾ | | 15,074 | | D | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|--------------------|----------------------|--|----------------|
| Common Stock | | | | | | \$ 61.61 (4) | | | |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | 12,426 | D | \$ 62.16 (5) | 59,021 | | D |
| Common Stock | 11/17/2014 | | M ⁽¹⁾ | 14,980 | A | \$ 19.08 | 74,001 | | D |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | 7,834 | D | \$ 61.61 (6) | 66,167 | | D |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | 7,146 | D | \$ 62.12 (7) | 59,021 | | D |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | 18,755 | D | \$ 61.64 (2) | 40,266 | | D |
| Common Stock | 11/17/2014 | | S ⁽¹⁾ | 11,649 | D | \$ 62.27 (8) | 28,617 | | D |
| Common Stock | | | | | | | 4,493 ⁽⁹⁾ | | 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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to | \$ 12.07 | 11/17/2014 | | M ⁽¹⁾ | 25,000 | ⁽¹⁰⁾ | 11/10/2016 | Common Stock | 25,000 |

buy)

Employee

Stock

Option

\$ 23.8

11/17/2014

M⁽¹⁾

27,500

(11)

11/09/2017

Common
Stock

27,500

(right to

buy)

Employee

Stock

Option

\$ 19.08

11/17/2014

M⁽¹⁾

14,980

(12)

11/10/2018

Common
Stock

14,980

(right to

buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| PALETTE DONALD W 20 SYLVAN ROAD WOBURN, MA 01801 | | | EVP & CFO | |

Signatures

Robert J. Terry, as Attorney-in-Fact for Donald W.
Palette

11/19/2014

**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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on 8/11/2014.
- (2) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.26 per share to \$61.85 per share.
- (3) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.86 per share to \$62.85 per share.
- (4) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.26 per share to \$61.79 per share.
- (5) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.80 per share to \$62.79 per share.
- (6) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.27 per share to \$61.76 per share.
- (7) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.78 per share to \$62.77 per share.
- (8) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$61.87 per share to \$62.85 per share.
- (9) This total represents the number of shares of common stock held by the Reporting Person in the Skyworks Solutions, Inc. 401(k) plan based on the latest plan statement dated 10/31/2014.
- (10) This stock option vested in four (4) equal intallments, beginning on 11/10/2010 and ending on 11/10/2013.
- (11) This stock option vested in four (4) equal installments, beginning on 11/9/2011 and ending on 11/9/2014.
- (12) This stock option vests in four (4) equal installments, beginning on 11/10/2012 and ending on 11/10/2015.

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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