

SKYWORKS SOLUTIONS, INC.

Form 4

November 30, 2016

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 *
FREYMAN BRUCE J

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)
5221 CALIFORNIA AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Worldwide Operations

IRVINE, CA 92617
(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/28/2016 | | M ⁽¹⁾ | | 8,000 | A | \$ 25.25 |
| Common Stock | 11/28/2016 | | M ⁽¹⁾ | | 5,500 | A | \$ 60.97 |
| Common Stock | 11/28/2016 | | S ⁽¹⁾ | | 883 | D | \$ 75.92 <u>(2)</u> |
| Common Stock | 11/28/2016 | | S ⁽¹⁾ | | 12,617 | D | \$ 76.97 <u>(3)</u> |
| | 11/28/2016 | | S ⁽¹⁾ | | 200 | D | 23,426 |

| | | | | | | | | | | |
|--------------|------------|--|------------------|-------|------------|------------|-------|------------|---|----------------|
| Common Stock | | | | | \$ | | | | | |
| | | | | | 75.96 | | | | | |
| | | | | | <u>(4)</u> | | | | | |
| Common Stock | 11/28/2016 | | S ⁽¹⁾ | 5,300 | D | \$ | 76.95 | 18,126 | D | |
| | | | | | | <u>(5)</u> | | | | |
| Common Stock | | | | | | | 841 | <u>(6)</u> | 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.

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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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 25.25 | 11/28/2016 | | M ⁽¹⁾ | 8,000 | <u>(7)</u> 11/07/2020 | Common Stock | 8,000 |
| Employee Stock Option (right to buy) | \$ 60.97 | 11/28/2016 | | M ⁽¹⁾ | 5,500 | <u>(8)</u> 11/10/2021 | Common Stock | 5,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FREYMAN BRUCE J
5221 CALIFORNIA AVENUE
IRVINE, CA 92617

EVP,
Worldwide
Operations

Signatures

Matthew T. Sant, as Attorney-in-Fact for Bruce J.
Freyman

11/30/2016

__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 9/2/2016.
- (2) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$75.82 per share to \$76.00 per share.
- (3) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$76.26 per share to \$77.23 per share.
- (4) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$75.91 per share to \$76.00 per share.
- (5) The price reflects the average selling price of the shares sold. Actual sale prices ranged from \$76.27 per share to \$77.19 per share.
- (6) 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 10/31/2016.
- (7) This stock option vests in four (4) equal installments, beginning on 11/7/2014 and ending on 11/7/2017.
- (8) This stock option vests in four (4) equal installments, beginning on 11/10/2015 and ending on 11/10/2018.

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.