

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WATERS GREGORY L</u> (Last) (First) (Middle) <u>20 SYLVAN ROAD</u> (Street) <u>WOBURN MA 01801</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SKYWORX SOLUTIONS INC [SWKS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & GM, Front-End Solutions</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/11/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/11/2009		M		175,000	A	\$5.32	309,523 ⁽¹⁾	D	
Common Stock	09/11/2009		S		175,000	D	\$13.99 ⁽²⁾	134,523	D	
Common Stock								8,106 ⁽³⁾	I	By 401(k) Savings Plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$5.32	09/11/2009		M			175,000	(4)	04/17/2013	Common Stock	175,000	\$0.00	0	D	

Explanation of Responses:

- This total includes the 1,000 shares of common stock acquired by the Reporting Person in the Issuer's Employee Stock Purchase Plan since the last report.
- This price reflects the average selling price for the shares sold. Actual sales prices ranged from \$13.70 per share to \$14.50 per share.
- This total represents the number of shares of common stock held by the Reporting Person in the Issuer's 401(k) plan. The information in this report is based on the latest plan statement dated 09/01/09.
- The stock option vested in four (4) equal annual installments, beginning on 4/17/04 and ending on 4/17/07.

Remarks:

Robert J. Terry, Attorney-in-Fact 09/15/2009

** Signature of Reporting Person Date

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

* 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).

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

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 Number.