

KIERNAN BRIAN G
Form 4
August 05, 2009

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 *
KIERNAN BRIAN G

2. Issuer Name and Ticker or Trading Symbol
InterDigital, Inc. [IDCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

781 THIRD AVENUE

08/03/2009

Executive VP, Standards

(Street)

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

KING OF PRUSSIA, PA 19406

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 08/03/2009 | | M ⁽¹⁾ | | 13,681 | A | \$ 9.6 | 54,206 | D | |
| Common Stock | 08/03/2009 | | S ⁽¹⁾ | | 13,681 | D | \$ 30 | 40,525 | D | |
| Common Stock | 08/03/2009 | | M ⁽¹⁾ | | 11,702 | A | \$ 13.19 | 52,227 | D | |
| Common Stock | 08/03/2009 | | S ⁽¹⁾ | | 11,702 | D | \$ 30 | 40,525 | D | |
| Common Stock | 08/03/2009 | | M ⁽¹⁾ | | 1,604 | A | \$ 9.98 | 42,129 | D | |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|----------|----------------------|---|----------------|
| Common Stock | 08/03/2009 | <u>S</u> ⁽¹⁾ | 1,604 | D | \$ 30 | 40,525 | D | |
| Common Stock | 08/03/2009 | <u>M</u> ⁽¹⁾ | 1,603 | A | \$ 10.63 | 42,128 | D | |
| Common Stock | 08/03/2009 | <u>S</u> ⁽¹⁾ | 1,603 | D | \$ 30 | 40,525 | D | |
| Common Stock | | | | | | 2,837 ⁽²⁾ | 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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Options (Right-to-Buy) | \$ 9.6 | 08/03/2009 | | <u>M</u> ⁽¹⁾ | 13,681 | 12/31/2001 ⁽³⁾ | 12/20/2011 | Common Stock |
| Options (Right-to-Buy) | \$ 13.19 | 08/03/2009 | | <u>M</u> ⁽¹⁾ | 11,702 | 06/30/2001 ⁽⁴⁾ | 01/29/2011 | Common Stock |
| Options (Right-to-Buy) | \$ 9.98 | 08/03/2009 | | <u>M</u> ⁽¹⁾ | 1,604 | 12/27/2001 ⁽⁵⁾ | 12/27/2011 | Common Stock |
| Options (Right-to-Buy) | \$ 10.63 | 08/03/2009 | | <u>M</u> ⁽¹⁾ | 1,603 | 12/18/2001 ⁽⁶⁾ | 12/18/2011 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KIERNAN BRIAN G 781 THIRD AVENUE KING OF PRUSSIA, PA 19406 | | | Executive VP, Standards | |

Signatures

Jannie K. Lau, Attorney-in-Fact for Brian G.
Kiernan

08/05/2009

__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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of Common Stock pursuant to the InterDigital Savings and Protection Plan.
- (3) A grant of 13,681 options that vested as follows: 1,666 on 12/31/2001; 2,186 on 06/30/2002; 2,368 on 12/31/2002; 2,443 on 06/30/2003; 2,491 on 12/31/2003; and 2,527 on 06/30/2004.
- (4) A grant of 11,702 options that vested as follows: 1,666 on 06/30/2001; 1,667 on 12/31/2001; 1,869 on 06/30/2002; 2,059 on 12/31/2002; 2,178 on 06/30/2003; and 2,263 on 12/31/2003.
- (5) A grant of 1,604 options that vested as follows: 375 on 12/27/2001 and 1,229 on 12/22/2005.
- (6) A grant of 1,603 options that vested as follows: 375 on 12/18/2001 and 1,228 on 12/22/2005.

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.