

STASIOR WILLIAM F

Form 4

March 29, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STASIOR WILLIAM F

2. Issuer Name **and** Ticker or Trading
Symbol
SKYTERRA COMMUNICATIONS
INC [SKYT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O OPNET TECHNOLOGIES
INC, 7255 WOODMONT AVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2010

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
BETHESDA, MD 20814

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/29/2010		D	55,000	D	\$ 5 (1)	0

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 buy)	\$ 3.94	03/29/2010		D		10,000		<u>(2)</u>	12/20/2011	Common Stock	10,000
Employee stock option (right to buy)	\$ 0.56	03/29/2010		D		35,000		<u>(3)</u>	10/14/2012	Common Stock	35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STASIOR WILLIAM F C/O OPNET TECHNOLOGIES INC 7255 WOODMONT AVE BETHESDA, MD 20814			X	

Signatures

/s/ William
Stasior 03/29/2010

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) Disposed of pursuant to merger agreement between Issuer and Harbinger Capital Partners Master Fund I, Ltd, Harbinger Capital Partners Special Situation Fund, L.P. and Sol Private Corp. in exchange for \$5 per share in cash.
- This option, which provided for vesting in three equal installments beginning December 21, 2002, was canceled in the merger in
- (2) exchange for a cash payment of \$10,600 representing the difference between the exercise price of the option and the merger price of the Issuer common stock (\$5 per share)
- This option, which provided for vesting in three equal installments beginning October 15, 2003, was canceled in the merger in exchange
- (3) for a cash payment of \$155,400 representing the difference between the exercise price of the option and the merger price of the Issuer common stock (\$5 per share)

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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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