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SHAY LAW Form 4	RENCE F										
January 05, 2	2009										
FORM	14								OMB AI	PPROVAL	
UNITED STATES SECU							NGE (COMMISSION	OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may com See Instr	Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNE SECURITIES Section 16(a) of the Securities Exchange A Public Utility Holding Company Act of 19 of the Investment Company Act of 1940					e Act of 1934, f 1935 or Section	Estimated average burden hours per response 0.5				
1(b). (Print or Type l	Responses)										
(Finit of Type)	Kesponses)										
			2. Issuer Name and Ticker or Trading Symbol InterDigital, Inc. [IDCC]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle)	C					(Check all applicable)			
()			3. Date of Earliest Transaction (Month/Day/Year) 01/01/2009					Director 10% Owner Officer (give title Other (specify below) below) below) Exec. VP, IP & Chf. IP Counsel			
	(Street)			ndment, Da th/Day/Year	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by O	One Reporting Pe	erson	
KING OF P	PRUSSIA, PA 1940	06						Form filed by M Person	fore than One Re	eporting	
(City)	(State) (Z	Zip)	Table	e I - Non-D	O erivative	Securi	ties Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)		any		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or					6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common				Code V	Amount	(D) A	Price				
Stock	01/01/2009			А	8,000	$\frac{(1)}{(1)}$	\$0	36,636	D		
Common Stock	01/01/2009			F <u>(2)</u>	954	D	\$ 27.5	35,682	D		
Common Stock	01/01/2009			А	5,980	A (3)	\$0	41,662	D		
Common Stock	01/01/2009			А	1,000	A (4)	\$0	42,662	D		
Common Stock	01/01/2009			F <u>(5)</u>	358	D	\$ 27.5	42,304	D		

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Common Stock						2,532 <u>(6)</u> I		by 401(k) lan	
Reminder: I	Report on a sep	parate line for each cla	ass of securities benef	ficially ow	ned 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)	
			ative Securities Acq puts, calls, warrants	. ,	• /	r Beneficially Owned e securities)			
1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date	Amount of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	

(Instr. 8) Derivative

Code V (A) (D)

Securities

Acquired

Disposed

(Instr. 3, 4, and 5)

Date

Exercisable

Expiration

Date

(A) or

of (D)

Reporting	Owners
	• • • • • • •

Price of

Security

Derivative

(Instr. 3)

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
SHAY LAWRENCE F 781 THIRD AVENUE KING OF PRUSSIA, PA 19406			Exec. VP, IP & Chf. IP Counsel			
Signatures						

(Month/Day/Year)

/s/ Steven W. Sprecher, Attorney-In-Fact for Lawrence F. Shay

**Signature of Reporting Person

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) Restricted stock units granted pursuant to the company's 1999 Restricted Stock Plan.

The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The (2) restricted stock units were part of an award granted to the reporting person on January 1, 2009 pursuant to the company's 1999 Restricted Stock Plan and also reported in this Form 4 and that vested, in part, immediately.

9. Nt Deriv e

Secu

Bene

Own

Follo

Repo

Trans

(Insta

(Instr. 5)

Securities

(Instr. 3 and 4)

Amount or

Title Number

of

Shares

Date

01/05/2009

- (3) Restricted stock units granted pursuant to the company's 1999 Restricted Stock Plan in accordance with the company's Long Term Compensation Program.
- (4) Restricted stock granted pursuant to the company's 1999 Restricted Stock Plan in accordance with the company's supplemental payment program for executive officers.

The transaction reported reflects the withholding of shares of restricted stock in satisfaction of the reporting person's tax liability. The (5) shares of restricted stock were part of an award granted to the reporting person on January 1, 2009 pursuant to the company's 1999 Restricted Stock Plan and also reported in this Form 4 and that vested immediately.

(6) 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.

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.