

InterDigital, Inc.
Form 4
January 23, 2009

FORM 4

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

OMB APPROVAL

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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 *
MERRITT WILLIAM J

(Last) (First) (Middle)
781 THIRD AVENUE

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/21/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/21/2009 | | <u>M</u> ⁽¹⁾ | | 12,500 | A | \$ 9.6 |
| Common Stock | 01/21/2009 | | <u>S</u> ⁽¹⁾ | | 12,500 | D | \$ 30 |
| Common Stock | 01/21/2009 | | <u>M</u> ⁽¹⁾ | | 4,000 | A | \$ 5.25 |
| Common Stock | 01/21/2009 | | <u>S</u> ⁽¹⁾ | | 4,000 | D | \$ 30 |
| Common Stock | | | | | 2,511 ⁽²⁾ | I | |

By 401(k) Plan

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Options (Right-to-Buy) | \$ 9.6 | 01/21/2009 | | M ⁽¹⁾ | 12,500 | 12/31/2001 ⁽³⁾ 12/20/2011 | Common Stock |
| Options (Right-to-Buy) | \$ 5.25 | 01/21/2009 | | M ⁽¹⁾ | 4,000 | 12/27/2000 ⁽⁴⁾ 12/27/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MERRITT WILLIAM J 781 THIRD AVENUE KING OF PRUSSIA, PA 19406 | X | | President and CEO | |

Signatures

/s/ Jannie K. Lau, Attorney-In-Fact for William J. Merritt
Date: 01/23/2009

**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 25,000 options that vested every six months, first in two installments of 4,166 and second in four installments of 4,167, beginning on the date specified.
- (4) A grant of 8,000 options that vested in full on the date specified.

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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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