

Byron Marc V
 Form 4
 January 03, 2012

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 *
 Byron Marc V

(Last) (First) (Middle)

2200 FLETCHER AVENUE, 4TH FLOOR

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HUGHES Telematics, Inc. [HUTC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/30/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
Common Stock					36,000 ⁽¹⁾	D	
Common Stock					621,293	I	Held by Byron Business Ventures XX, LLC ⁽²⁾
Common Stock					105,050	I	Held by Trivergance, LLC. ⁽³⁾

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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Warrant	\$ 7	12/30/2011		S	900,000	03/31/2009 01/10/2012	Common Stock 900,000
Common Stock	\$ 0					(4) 03/31/2014	Common Stock 333,000
Common Stock	\$ 0					(5) 03/31/2014	Common Stock 241,890

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Byron Marc V 2200 FLETCHER AVENUE 4TH FLOOR FORT LEE, NJ 07024	X			

Signatures

/s/ Robert C. Lewis Attorney-in-Fact for Mark V.
Byron
01/03/2012

**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).

Represents shares of common stock issued to Mr. Byron under the Company's 2009 Equity and Incentive Plan for no additional consideration. Such shares of common stock may not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed by the

(1) reporting person until they vest and become transferable. The common stock vests in three equal installments with the first and second installment having vested and become transferable on March 31, 2010 and March 31, 2011, respectively, and the third installment vesting and becoming transferable on March 31, 2012.

(2) Mr. Byron controls Byron Business Ventures XX, LLC.

(3) Mr. Byron has a pecuniary interest in the shares of common stock held by Trivergance, LLC.

(4) Shares held in escrow to be released to the Reporting Person if the trading price of the Company's common stock equals or exceeds \$20.00 for any 20 trading days within a 30 trading-day period between March 31, 2010 and March 31, 2014.

Shares held in escrow to be released to the Reporting Person in three tranches as follows: (i) the first tranche of 40% of such shares will be released if the trading price of the Company's common stock equals or exceeds \$20.00 for any 20 trading days within a 30 trading-day period prior to March 31, 2014; (ii) the second tranche of 30% of such shares will be released if the trading price of the Company's

(5) common stock equals or exceeds \$24.50 for any 20 trading days within a 30 trading-day period prior to March 31, 2014; and (iii) the third tranche of 30% of such shares will be released if the trading price of the Company's common stock equals or exceeds \$30.50 for any 20 trading days within a 30 trading-day period between March 31, 2012 and March 2014.

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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