

FAGAN RICHARD J
Form 4
March 26, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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| 1. Name and Address of Reporting Person* Fagan, Richard J. (Last) (First) (Middle) 781 Third Avenue (Street) King of Prussia,, PA 19406-1409 | | | 2. Issuer Name and Ticker or Trading Symbol InterDigital Communications Corporation (IDCC) | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President and Chief Financial Officer | | | |
|--|--|---|--|---|---|------------|---|--|--|-----------------------------------|
| | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | 4. Statement for Month/Day/Year March 24, 2003 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| | | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | | |
| (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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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 | 03/24/03 | | S | | 1000 | D | \$20.50 | | D | |
| Common Stock | 03/24/03 | | S | | 1000 | D | \$20.52 | | D | |
| Common Stock | 03/24/03 | | S | | 1000 | D | \$20.54 | | D | |
| Common Stock | 03/24/03 | | S | | 600 | D | \$20.61 | | D | |
| Common Stock | 03/24/03 | | S | | 1000 | D | \$20.70 | | D | |
| Common Stock | 03/24/03 | | S | | 500 | D | \$20.80 | | D | |
| Common Stock | 03/24/03 | | S | | 500 | D | \$21.09 | 26,017 | D | |
| Common Stock | | | | V | | | | 305 ⁽¹⁾ | 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.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. N of In Bene Own (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------|--|------------------|---|--|--|--|---------------------------------|
| | | | | Code | V | (A) | (D) | Date Exer-cisable | Expira-tion Date | | | | | |
| Option (Right-to-Buy) | \$5.625 | 03/24/03 | | M | | 5,600 | ⁽²⁾ | | 11/15/08 | Common Stock | | 40,000 | D | |

Explanation of Responses:

(1) Between July 1, 2001 and December 31, 2002, the Reporting Person acquired 305 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan. This information is based on the most recently published account statement dated December 31, 2002.

(2) Part of a grant of 50,000 options which vested as follows: 8,333 on 12/31/98; 8,333 on 6/30/99; 8,333 on 12/31/99; 8,333.00 on 6/30/00; 8,334 on 12/31/00; and 8,334 on 6/30/01.

By: /s/ **Rebecca Bridgeford Opher, Attorney-In-Fact for Richard J. Fagan**

March 26, 2003
Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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