

SHAY LAWRENCE F  
 Form 4/A  
 June 13, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SHAY LAWRENCE F

2. Issuer Name and Ticker or Trading Symbol  
 INTERDIGITAL COMMUNICATIONS CORP [IDCC]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 General Counsel & Gov. Affairs

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

3. Date of Earliest Transaction (Month/Day/Year)  
 06/09/2006

KING OF PRUSSIA,, PA 19406-1409

4. If Amendment, Date Original Filed(Month/Day/Year)  
 06/13/2006

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/09/2006		S	16,000	D \$ 31.381	19,332	D
Common Stock						1,774 <sup>(1)</sup>	I By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned 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)

**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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Options (Right-to-Buy) (2)	\$ 8.43	06/09/2006		M	16,000	(3) 11/12/2011	Common Stock	16,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAY LAWRENCE F 781 THIRD AVENUE KING OF PRUSSIA,, PA 19406-1409			General Counsel & Gov. Affairs	

## Signatures

Rebecca Bridgeford Opher, Attorney-In-Fact for Lawrence F. Shay  
06/13/2006

\*\*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) As of the most recently published account statement dated June 7, 2006, the Reporting Person beneficially owned 1,774 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan.
- (2) Amendment to reflect the exercise of options.
- (3) Part of a grant of 45,000 options which vested in equal installments of 7,500 on each of the following dates: 11/12/2001; 12/31/01; 06/30/02; 12/31/02; 06/30/03; and 12/31/03.
- (4) Granted pursuant to the InterDigital Communications Corporation 2000 Stock Award and Incentive 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.