

KIERNAN BRIAN G  
Form 4  
December 23, 2002

OMB APPROVAL
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**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**

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

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  Kiernan, Brian G. <hr/>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  InterDigital Communications Corporation (IDCC) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>  <hr/>
781 Third Avenue <hr/> <p style="text-align: center;"><i>(Street)</i></p> King of Prussia, PA 19406-1409 <hr/> <p><i>(City) (State) (Zip)</i></p>	<b>4. Statement for</b> <i>(Month/Day/Year)</i>  December 23, 2002 <hr/>	<b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>  <hr/>
King of Prussia, PA 19406-1409 <hr/> <p><i>(City) (State) (Zip)</i></p>	<b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <i>(give title below)</i>  <input type="checkbox"/> Other <i>(specify below)</i>  Senior Vice President, Standards <hr/>	<b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i>  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

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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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**Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)  
or  
Code V Amount (D) Price

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
				Code V	(A) (D)
Option (right to buy)	\$16.05	12/23/02		A	2,500

**Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued**  
*(e.g., puts, calls, warrants, options, convertible securities)*

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
(1)	12/23/12	Common Stock	2,500	(2)	
(3)	12/23/12	Common Stock	2,250	(2)	
(3)	12/23/12	Common Stock	2,250	(2)	7,000

**Explanation of Responses:**

- Vests immediately on date of grant.
- Vests in two (2 ) installments as follows: (i) 750 immediate vest, and (ii) 1,500 to vest on 12/22/10 or date of grant of first U.S. patent in this family to issue, whichever occurs first.

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3. Granted pursuant to the InterDigital Communications Corporation 2000 Stock Award and Incentive Plan.

/s/ Rebecca Bridgeford  
Opher, Attorney-In-Fact  
For Brian G. Kiernan

December 23, 2002

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

\*\* 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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