#### NII HOLDINGS INC

Form 4

December 21, 2004

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires:

2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations

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

Estimated average burden hours per response... 0.5

See Instruction

1(b).

may continue. 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* RISNER JOHN W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NII HOLDINGS INC [NIHD]

(Check all applicable)

(Last)

(First)

(Middle) 3. Date of Earliest Transaction

\_X\_\_ Director

10% Owner Other (specify Officer (give title

10700 PARKRIDGE BLVD., SUITE 12/20/2004

(Street)

(State)

(Zip)

600

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

ting Committee Associated Discount of an Description O

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

RESTON, VA 20191

(City)

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ities		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
							Reported			
				(A)		Transaction(s)				
					or		(Instr. 3 and 4)			
			Code V	Amount	(D)	Price	,			
common stock	12/20/2004		G	1,200	D	\$0	7,800	D		
common stock	12/20/2004		G	1,200	D	\$0	6,600	D		

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securiti	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Owne
	Security				Acquired						Follo
	J				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(227012
					4, and 5)						
					¬, and 3)						
								A	Amount		
						D.	Б	C	or		
						Date Expiration	Title 1	Number			
						Exercisable	ercisable Date	C	of		
				Code V	(A) (D)			5	Shares		

## **Reporting Owners**

Reporting Owner Name / Address	тототот р						
	Director	10% Owner	Officer	Other			

RISNER JOHN W 10700 PARKRIDGE BLVD. SUITE 600 RESTON, VA 20191

X

## **Signatures**

Mercedes Barreras Vescovi Attorney-in-fact

\*\*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).

Relationships

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.

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