

KIERNAN BRIAN G

Form 4

January 28, 2009

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIERNAN BRIAN G

(Last) (First) (Middle)

781 THIRD AVENUE

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

InterDigital, Inc. [IDCC]

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

01/26/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Executive VP, Standards

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/26/2009		M ⁽¹⁾	4,500 A	\$ 5.0625 45,025	D	
Common Stock	01/26/2009		S ⁽¹⁾	4,500 D	\$ 32 40,525	D	
Common Stock	01/26/2009		M ⁽¹⁾	750 A	\$ 9.875 41,275	D	
Common Stock	01/26/2009		S ⁽¹⁾	750 D	\$ 32 40,525	D	
Common Stock					2,507 ⁽²⁾	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.

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Options (Right-to-Buy)	\$ 5.06	01/26/2009		M ⁽¹⁾		4,500		03/11/1999 ⁽³⁾	03/11/2009	Common Stock	1,000,000
Options (Right-to-Buy)	\$ 9.875	01/26/2009		M ⁽¹⁾		750		12/02/1999 ⁽⁴⁾	12/02/2009	Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KIERNAN BRIAN G 781 THIRD AVENUE KING OF PRUSSIA, PA 19406	Executive VP, Standards

Signatures

/s/ Jannie K. Lau, Attorney-In-Fact for Brian G.
Kiernan

01/28/2009

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of Common Stock pursuant to the InterDigital Savings and Protection Plan.

(3) A grant of 9,500 options that vested every six months, first in four installments of 1,583 and second in two installments of 1,584, beginning on the date specified.

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(4) A grant of 750 options that vested in full on the date specified.

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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