

FOYO PETER A
Form 4
May 05, 2010

FORM 4

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

OMB APPROVAL

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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 *
FOYO PETER A

(Last) (First) (Middle)

1875 EXPLORER STREET, SUITE 1000

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NII HOLDINGS INC [NIHD]

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President, Nextel Mexico

6. Individual or Joint/Group Filing(Check Applicable Line)

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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2010		S		200	D	\$ 41.82
					186,245 ⁽¹⁾	D	
Common Stock	05/03/2010		S		700	D	\$ 41.83
Common Stock	05/03/2010		S		1,700	D	\$ 41.87
Common Stock	05/03/2010		S		400	D	\$ 41.88
Common Stock	05/03/2010		S		100	D	\$ 41.885
					183,345	D	

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Common Stock	05/03/2010	S	200	D	\$ 41.8875	183,145	D
Common Stock	05/03/2010	S	200	D	\$ 41.8925	182,945	D
Common Stock	05/03/2010	S	600	D	\$ 41.93	182,345	D
Common Stock	05/03/2010	S	1,100	D	\$ 41.94	181,245	D
Common Stock	05/03/2010	S	200	D	\$ 41.955	181,045	D
Common Stock	05/03/2010	S	400	D	\$ 41.96	180,645	D
Common Stock	05/03/2010	S	200	D	\$ 41.9675	180,445	D
Common Stock	05/03/2010	S	3,900	D	\$ 41.97	176,545	D
Common Stock	05/03/2010	S	1,400	D	\$ 41.98	175,145	D
Common Stock	05/03/2010	S	2,300	D	\$ 41.985	172,845	D
Common Stock	05/03/2010	S	1,600	D	\$ 41.99	171,245	D
Common Stock	05/03/2010	S	100	D	\$ 41.995	171,145	D
Common Stock	05/03/2010	S	500	D	\$ 41.9975	170,645	D
Common Stock	05/03/2010	S	5,600	D	\$ 42	165,045	D
Common Stock	05/03/2010	S	4,163	D	\$ 42.09	160,882	D
Common Stock	05/03/2010	S	2,000	D	\$ 42.1	158,882	D
Common Stock	05/03/2010	S	100	D	\$ 42.105	158,782	D
Common Stock	05/03/2010	S	600	D	\$ 42.11	158,182	D
Common Stock	05/03/2010	S	1,000	D	\$ 42.12	157,182	D
Common Stock	05/03/2010	S	100	D	\$ 42.13	157,082	D
	05/03/2010	S	500	D	\$ 42.14	156,582	D

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 amount of securities beneficially owned following reported transactions on this column 5 of Table I includes 50,000 shares of restricted stock that vest on July 14, 2011; 3,333 shares of restricted stock that vest on April 22, 2011; 3,333 shares of restricted stock that vest on April 22, 2012; 2,967 shares of restricted stock that vest on April 23, 2011; 2,967 shares of restricted stock that vest on April 23, 2012; and 2,966 shares of restricted stock that vest on April 23, 2013.

Remarks:

Transactions made on 05/03/2010 are reported on 4 separate Form 4 filings. This is 2 of 4.

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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