Neff, II, Donald Ray Form 4 April 26, 2012

## FORM 4

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

**SECURITIES** 

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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 See Instruction

1(b).

(Print or Type Responses)

Neff, II, Donald Ray Issuer Symbol NII HOLDINGS INC [NIHD] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 1875 EXPLORER STREET, SUITE 04/24/2012 below) below) VP, Fin.Operations&Controller

2. Issuer Name and Ticker or Trading

1000

(State)

1. Name and Address of Reporting Person \*

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

RESTON, VA 20190

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$0 04/24/2012 A 6,372 A  $11,372 \stackrel{(2)}{=}$ D Stock (1)

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.

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

### Edgar Filing: Neff,II, Donald Ray - Form 4

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. Transactio Code (Instr. 8)	5. Number of or 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 18.85	04/24/2012		A	11,561	04/24/2013	04/24/2022	Common Stock	11,561

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Neff,II, Donald Ray 1875 EXPLORER STREET SUITE 1000 RESTON, VA 20190

VP, Fin.Operations&Controller

### **Signatures**

Shana C. Smith Attorney-in-Fact 04/26/2012

\*\*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 restricted stock grant will vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015.
- The amount of securities beneficially owned following reported transactions on this column 5 of Table I includes 1,667 shares of restricted stock that vest on April 2, 2013; 1,666 shares of restricted stock that vest on April 2, 2014; 1,667 shares of restricted stock that vest on April 2, 2015; 2,124 shares of restricted stock that vest on April 24, 2013; 2,124 shares of restricted stock that vest on April 24, 2014; and 2,124 shares of restricted stock that vest on April 24, 2015.
- (3) The stock option grant will vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015.

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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