

NextWave Wireless Inc.
Form 4
November 14, 2006

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 *
Salmasi Allen

(Last) (First) (Middle)

C/O NEXTWAVE WIRELESS
INC., 12670 HIGH BLUFF DRIVE

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NextWave Wireless Inc. [NONE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2006

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)

Chairman, CEO and President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | | | | | 8,342,011 | D | |
| Common Stock ⁽¹⁾ | | | | | 15,093,874 ⁽²⁾ | I | By Navation, Inc. |

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

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(9-02)

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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 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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Options (right to buy) ⁽¹⁾ | \$ 6 | | | | | 04/13/2005 ⁽³⁾ | 04/12/2015 | Common Stock | 416,666 |
| Common Stock Options (right to buy) ⁽¹⁾ | \$ 6 | | | | | 04/27/2006 ⁽⁴⁾ | 04/26/2016 | Common Stock | 111,416 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Salmasi Allen C/O NEXTWAVE WIRELESS INC. 12670 HIGH BLUFF DRIVE SAN DIEGO, CA 92130 | X | X | Chairman. CEO and President | |
| Navation, Inc. 40, ROUTE DE MALAGNOU GENEVA, V8 CH-1204 | | X | | |
| Salmasi Nicole C/O NEXTWAVE WIRELESS LLC 12670 HIGH BLUFF DRIVE SAN DIEGO, CA 92130 | | X | | |

Signatures

/s/ Roseann Rustici,
Attorney-in-Fact

11/13/2006

 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) On November 13, 2006, NextWave Wireless Inc. became the successor to NextWave Wireless LLC pursuant to a merger. The merger resulted in NextWave Wireless Inc. becoming the parent holding company of NextWave Wireless LLC, but did not alter the proportionate interests of security holders.

(2) These securities are owned directly by Navation, Inc., a ten percent owner of the issuer, and indirectly by Mr. Salmasi and his wife, Nicole Salmasi, as stockholders and directors of Navation, Inc. Mr. Salmasi is a director and ten percent owner of the issuer. He is also the issuer's Chairman, Chief Executive Officer and President. Ms. Salmasi is a ten percent owner of the issuer.

(3) The option is owned directly by Mr. Salmasi. The option vests in forty-eight equal monthly installments beginning May 13, 2005 but was fully exercisable on the date of grant as to all 416,666 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.

(4) The option is owned directly by Mr. Salmasi.

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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