

SHAY LAWRENCE F
Form 4
January 20, 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 *
SHAY LAWRENCE F

(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)
01/15/2010

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)
Exec. VP, IP & Chf. IP Counsel

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/15/2010		A ⁽¹⁾		1,000 A \$ 0	D	
Common Stock	01/15/2010		F ⁽²⁾		296 D \$ 25.72	D	
Common Stock	01/18/2010		F ⁽³⁾		987 D \$ 25.72	D	
Common Stock					2,961 ⁽⁴⁾	I	By 401(k) Plan

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

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

Table with 10 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Includes SHAY LAWRENCE F, 781 THIRD AVENUE, KING OF PRUSSIA, PA 19406 and relationship: Exec. VP, IP & Chf. IP Counsel.

Signatures

/s/ Jannie K. Lau, Attorney-in-Fact for Lawrence F. Shay, 01/20/2010. Includes Signature of Reporting Person and Date labels.

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) Restricted stock granted pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's supplemental payment program for executive officers.
(2) The transaction reported reflects the withholding of shares of restricted stock in satisfaction of the reporting person's tax liability. The shares of restricted stock were part of an award granted to the reporting person on January 15, 2010 pursuant to the company's 2009 Stock Incentive Plan and also reported in this Form 4 and that vested immediately.
(3) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The restricted stock units were part of an award granted to the reporting person on January 18, 2008 pursuant to the company's 1999 Restricted Stock Plan and that vested, in part, on January 18, 2010.
(4) 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.

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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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