

Nolan James J  
 Form 4  
 January 05, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nolan James J

(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)  
 01/01/2009

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)  
 Executive VP, Engineering

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	01/01/2009		A		4,369	<u>A</u> (1)	\$ 0 21,717	D
Common Stock	01/01/2009		A		3,000	<u>A</u> (2)	\$ 0 24,717	D
Common Stock	01/01/2009		<u>F</u> <sup>(3)</sup>		400	D	\$ 27.5 24,317	D
Common Stock	01/01/2009		A		1,000	<u>A</u> (4)	\$ 0 25,317	D
Common Stock	01/01/2009		<u>F</u> <sup>(5)</sup>		400	D	\$ 27.5 24,917	D

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Common Stock	01/01/2009	F <sup>(6)</sup>	400	D	\$ 27.5	24,517	D	
Common Stock						2,531 <sup>(7)</sup>	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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SEC 1474 (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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Nolan James J  
781 THIRD AVENUE  
KING OF PRUSSIA, PA 19406

Director 10% Owner Officer Other

Executive VP, Engineering

## Signatures

/s/ Steven W. Sprecher, Attorney-In-Fact for James J. Nolan

01/05/2009

        \*\*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) Restricted stock units granted pursuant to the company's 1999 Restricted Stock Plan in accordance with the company's Long Term Compensation Program.

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- (2) Restricted stock units granted pursuant to the company's 1999 Restricted Stock Plan.

The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The

- (3) restricted stock units were part of an award granted to the reporting person on January 1, 2009 pursuant to the company's 1999 Restricted Stock Plan and also reported in this Form 4 and that vested, in part, immediately.

- (4) Restricted stock granted pursuant to the company's 1999 Restricted Stock Plan in accordance with the company's supplemental payment program for executive officers.

The transaction reported reflects the withholding of shares of restricted stock in satisfaction of the reporting person's tax liability. The

- (5) shares of restricted stock were part of an award granted to the reporting person on January 1, 2009 pursuant to the company's 1999 Restricted Stock Plan and also reported in this Form 4 and that vested immediately.

The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The

- (6) restricted stock units were part of an award granted to the reporting person on March 20, 2008 pursuant to the company's 1999 Restricted Stock Plan and that vested, in part, on January 1, 2009.

- (7) 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.

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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