

Palmer David F  
Form 4  
April 02, 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 \*  
Palmer David F

(Last) (First) (Middle)

2200 FLETCHER AVENUE, 4TH FLOOR

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

HUGHES Telematics, Inc. [HTC]

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

03/31/2009

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)  
Vice 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/31/2009		D		7,829	D	(1)
Common Stock	03/31/2009		D		58,253	D	(2)
Common Stock	03/31/2009		A		72,224	A	(3)
Common Stock	03/31/2009		P		32,826	A	\$ 10
					213,726	I	
							Held by Trivergance, LLC (4)
							Held by Trivergance, LLC (4)



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- Shares issued into escrow as Merger consideration to be released to the Reporting Person in three tranches, as follows: (i) the first tranche of 40% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$20.00 for any 20 trading days within a 30 trading-day period between the first and fifth anniversaries of the closing of the Merger; (ii) the second tranche of 30% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$24.50 for any 20 trading days within a 30 trading-day period between the second and fifth anniversaries of the closing of the Merger; and (iii) the third tranche of 30% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$30.50 for any 20 trading days within a 30 trading-day period between the third and fifth anniversaries of the closing of the Merger.
- (5)

### **Remarks:**

As of the consummation of the merger between HUGHES Telematics, Inc. and Polaris Acquisition Corp., the Reporting Person

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.