

KRITZMACHER JOHN A
Form 4
June 06, 2011

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 *
KRITZMACHER JOHN A

2. Issuer Name and Ticker or Trading Symbol
InterDigital, Inc. [IDCC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
781 3RD AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/02/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

4. If Amendment, Date Original Filed (Month/Day/Year)

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

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

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	06/02/2011		A ⁽¹⁾		4,000	A	\$ 0
Common Stock	06/03/2011		D ⁽²⁾		0.496	D	\$ 37.88
Common Stock	06/03/2011		F ⁽³⁾		1,556	D	\$ 37.88
Common Stock	06/04/2011		D ⁽⁴⁾		0.2481	D	\$ 37.88
Common Stock	06/04/2011		F ⁽⁵⁾		667	D	\$ 37.88

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

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(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. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRITZMACHER JOHN A 781 3RD AVENUE KING OF PRUSSIA, PA 19406		X		

Signatures

/s/ Claire H. Hanna, Attorney-in-Fact for John A. Kritzmacher

06/06/2011

__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) An annual award of restricted stock units granted pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's compensation program for non-management directors.
The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units.
- (2) The restricted stock units were granted to the reporting person on June 3, 2010 pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's compensation program for non-management directors and vested, in full, on June 3, 2011 together with accrued dividend equivalents.
The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability.
- (3) restricted stock units were part of an award granted to the reporting person on June 3, 2010 pursuant to the company's 2009 Stock Incentive Plan that vested, in full, on June 3, 2011.

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(4) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units. The restricted stock units were granted to the reporting person on June 17, 2009 pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's compensation program for non-management directors and vested, in full, on June 4, 2011 together with accrued dividend equivalents.

(5) 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 June 17, 2009 pursuant to the company's 2009 Stock Incentive Plan that vested, in full, on June 4, 2011.

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.