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NextWave Wireless Inc. Form 4 December 10, 2008

if no longer

Section 16.

Form 4 or

Form 5

1(b).

subject to

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person $\frac{*}{2}$ Cassou Frank A			5. Relationship of Reporting Person(s) to Issuer				
			[] (Check all applicable)				
(Last)	(First) (1	Middle) 3. Date					
		(Month	Director 10% Owner				
C/O NEXT	WAVE WIRELE	SS 12/09/	XOfficer (give title Other (specify below) below)				
INC., 12670 HIGH BLUFF DRIVE			EVP CorpDev, Ch Legal Csl,Sec.	· · · · · ·	· · · · · · · · · · · · · · · · · · ·		
(Street)			6. Individual or Joint/Group Filing(Check	Original 6. Individual or Joint/Group Filing(Check			
			Applicable Line) _X_ Form filed by One Reporting Person	_X_ Form filed by One Reporting Person	_X_ Form filed by One Reporting Person		
SAN DIEGO, CA 92130			Form filed by More than One Reporting Person	• • • •	•		
(City)	(State)	(Zip) Ta	es Acquired, Disposed of, or Beneficially Owned	ivative Securities Acquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	e 2A. Deemed	ired 5. Amount of 6. 7. Nature	. Securities Acquired 5. Amount of 6. 7. Nature	of		
Security	(Month/Day/Year)	Execution Date, if	f (D) Securities Ownership Indirect	A) or Disposed of (D) Securities Ownership Indirect			
(Instr. 3)		any	Beneficially Form: Direct Beneficial	Instr. 3, 4 and 5) Beneficially Form: Direct Beneficia	ĺ		
		(Month/Day/Year	Owned (D) or Ownershi		р		
			Following Indirect (I) (Instr. 4)	6			
			Reported (Instr. 4)	(Λ)			
			Transaction(s) $(Instr 3 and 4)$	or finalisaction(s)			
			(Instr. 3 and 4) Price	Amount (D) Price (Instr. 3 and 4)			

Common Stock	12/09/2008	S <u>(1)</u>	250,000	D	\$ 0.08	1,839,542	D	
Common Stock						600,000	Ι	Cassou 2008 Annuity Trust

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			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				
Cassou Frank A C/O NEXTWAVE WIRELESS INC. 12670 HIGH BLUFF DRIVE SAN DIEGO, CA 92130			EVP CorpDev, Ch Legal Csl,Sec.					
Signatures								

Roseann Rustici 12/10/2008

**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) This stock transaction represents a transaction between two executive officers of the Company

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.