Manchester Douglas F Form 4 December 12, 2008

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

OMB APPROVAL OMB

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5. Relationship of Reporting Person(s) to

197,166

27,777

Ι

Ι

Check this box if no longer subject to Section 16. Form 4 or

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

2. Issuer Name and Ticker or Trading

Form 5 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

1(b).

Common

Common

Stock

Stock

12/11/2008

(Print or Type Responses)

1. Name and Address of Reporting Person *

Manchester Douglas F		Symb	bol tWave Wireless Inc. [WAVE]	Issuer (Check all applicable)			
	(First) TWAVE WIREL 70 HIGH BLUFF	(Mor ESS 12/1	ate of Earliest Transaction hth/Day/Year) 1/2008	X Director 10% Owner Officer (give title Other (specify below)			
SAN DIE	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing Applicable Line) —— Form filed by One Reporting Pe —— X_ Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	Code (Instr. 3, 4 and 5) r) (Instr. 8) (A) or	5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock			· · · · · · · · · · · · · · · · · · ·	Douglas F. 156,000 I Manchester IRA			

10,042,678 D

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

S

Manchester

Financial

Group, LP Manchester

Resorts, LP

Grand

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nı
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deri
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Tran
					of (D)						(Inst
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		Or		
						Exercisable	sable Date		Number		
				C-1- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
Manchester Douglas F C/O NEXTWAVE WIRELESS INC. 12670 HIGH BLUFF DRIVE SAN DIEGO, CA 92130	X					
Manchester Financial Group, LP C/O NEXTWAVE WIRELESS INC. 12670 HIGH BLUFF DRIVE SAN DIEGO, CA 92130		X				

Signatures

Roseann Rustici

**Signature of Reporting Person

Roseann Rustici

**Signature of Date

**Signature of Date

Date

**Signature of Date

Reporting Person

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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