ORBCOMM Inc.

Form 4

November 13, 2006

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FORM 4	1					CO. 5. 57	107.031	OMB AF	PPROVAL
	UNITEDSIA	TES SECURIT Washii	IES ANI ngton, D.			COMMIS	SION	OMB Number:	3235-0287
	Check this box							Expires:	January 31,
if no longer subject to Section 16. Form 4 or	STATEMEN	VNERSHI	P OF	Estimated average burden hours per response 0.					
Form 5 obligations may continue. See Instruction 1(b). 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 1(b).								L	
(Print or Type Resp	onses)								
1. Name and Addre Eisenberg Marc	ess of Reporting Perso	2. Issuer Na Symbol	me and Tio	cker or Trac	ling	5. Relation	nship of l	Reporting Pers	son(s) to
		ORBCOM	M Inc. [C	RBC]			(Check	all applicable	e)
(Last)	(First) (Middle	e) 3. Date of Ear	rliest Trans	action			(,
C/O ORBCOM LINWOOD AV	11/08/2006	(Month/Day/Year) 11/08/2006				ctor icer (give			
	(Street)	4 If Amandm	ant Data (Original		6 Individ		_	
FORT LEE, NJ		4. If Amendn Filed(Month/D		Jirginai		Applicable _X_ Form	Line) filed by O	int/Group Filing ne Reporting Pe ore than One Re	rson
TORT LEE, NJ	07024					Person			
(City)	(State) (Zip)	Table I -	Non-Deri	vative Secu	ırities A	cquired, Disp	oosed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Fransaction Date 2A. Deemed Execution Date, if any (Month/Day/Year)		4. Securit or(A) or Dis (D) (Instr. 3,	sposed of and 5)	of Securit Benefic Owned Follow Report	ies cially ing	Ownership Inc Form: Be Direct (D) Ov	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Codo V	Amount	(A) or (D)	(Inetr	ction(s) 3 and 4)	(Instr. 4)	
Restricted Stock Unit (Time Vested)			Code V	Amount	(U)	112,0	00	D	
Restricted Stock Unit (Performance Vested) (2)						112,0	00	D	
Common Stock	11/08/2006		C	12,898	A	<u>(3)</u> 12,89	8	D	
	11/08/2006		C	1,174	A	(3) 14,07	2	D	

Common Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	FransactiorDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Series A Convertible Redeemable Preferred Stock	(3)	11/08/2006		C		19,347	02/17/2004	(3)	Common Stock	12,
Series A Convertible Redeemable Preferred Stock	(3)	11/08/2006		С		1,761	08/13/2004	<u>(3)</u>	Common Stock	1,1
Stock Appreciation Right	<u>(4)</u>						<u>(4)</u>	<u>(4)</u>	Common Stock	130
Stock Option (Right to Buy)	\$ 2.325						<u>(5)</u>	<u>(5)</u>	Common Stock	166
Stock Option (Right to Buy)	\$ 2.775						<u>(6)</u>	<u>(6)</u>	Common Stock	33,
Stock Option (Right to Buy)	\$ 3.375						<u>(7)</u>	<u>(7)</u>	Common Stock	33,
Stock Option (Right to Buy)	\$ 4.26						(8)	(8)	Common Stock	33,

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Stock Option (Right to Buy)	\$ 2.325	<u>(9)</u>	<u>(9)</u>	Common Stock	33,
Common Stock Warrant	\$ 2.325	02/17/2004	11/15/2007	Common Stock	5,2
Common Stock Warrant	\$ 2.325	02/17/2004	05/17/2008	Common Stock	2,6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eisenberg Marc C/O ORBCOMM INC. 2115 LINWOOD AVENUE, SUITE 100 FORT LEE, NJ 07024

Chief Marketing Officer

Signatures

/s/ Brad Franco, by power of

attorney 11/13/2006

**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) Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock. One-third of the TV RSU awards will vest on each of January 1, 2007, January 1, 2008 and January 1, 2009.
- Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. One-third of the (2) PV RSU awards will vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008.
- (3) The Series A Convertible Redeemable Preferred Stock was automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and had no expiration date.
 - Each Performance Vested Stock Appreciation Right ("PV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR.
- (4) One-third of the PV SAR awards will vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008. The PV SARs expire on in October, 2016 and have an exercise price equal to the initial public offering price.
- (5) 166,667 Options were issued on February 17, 2004. 68.75% were vested as of such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (6) 33,334 Options were issued on February 17, 2004. 68.75% were vested as of on such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (7) 33,334 Options were issued on February 17, 2004. 50% were vested as of on such date. The remaining 50% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (8) 33,334 Options were issued on February 17, 2004. 25% were vested as of such date. The remaining 75% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.

Reporting Owners 3

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(9) 33,334 Options were issued on February 17, 2004 and vest at a rate of 6.25% per quarter beginning March 31, 2004. The Options expire on February 17, 2014.

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.