ORBCOMM Inc. Form 4 May 14, 2008

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

OMB APPROVAL

OMB Number:

5. Relationship of Reporting Person(s) to

3235-0287

Expires:

January 31, 2005

0.5

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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 See Instruction

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Eisenberg Jero	ome B		Symbol				Iss	suer				
			•	ORBCOMM Inc. [ORBC]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Ea	3. Date of Earliest Transaction					••			
			(Month/Day/				_	X Director		Owner		
C/O ORBCOMM INC., 2115			05/14/2008	05/14/2008				Officer (give title Other (specify below)				
LINWOOD A	VE. SUITE	2 100										
	(Street)		4. If Amendr	4. If Amendment, Date Original			6.	6. Individual or Joint/Group Filing(Check				
	Filed(Month/I	Filed(Month/Day/Year)				Applicable Line)						
EODELEE N						_X_ Form filed by One Reporting Person Form filed by More than One Reporting						
FORT LEE, N	NJ 07024						Pe	rson		1		
(City)	(State)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of		on Date 2A.		3.		ties Acquire		5. Amount of	6.	7. Nature of		
Security (Instr. 3)	(Month/Day	//Year) Exe any	ecution Date, if	Transactio Code	on(A) or Di (Instr. 3,	isposed of ((D)	Securities Beneficially	Ownership Form:	Indirect Beneficial		
(IIIsti. 3)			onth/Day/Year)	(Instr. 8)	(IIIsu. 3,	4 and 3)		Owned	Direct (D)	Ownership		
								Following	or Indirect	(Instr. 4)		
						(A)		Reported Transaction(s)	(I) (Instr. 4)			
						or		(Instr. 3 and 4)	(111811.4)			
Restricted				Code V	Amount	(D) Pri	ice	· ·				
Stock Unit												
(Time Vested)	\							49,778	D			
(1) (1)	,											
												
Restricted												
Stock Unit (Performance								49,779	D			
Vested) (2)												
vesicu) <u>~</u>												
Common								15.550		by		
Stock								15,759	I	Cynthia		
										Eisenberg		

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Common Stock 05/14/2008 M 5,581 A \$ 2.325 828,809 D

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

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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)	Securi	rivative ties red sed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Common Stock Warrant	\$ 2.325	05/14/2008		M	:	5,581	02/17/2004	05/17/2008	Common Stock
Common Stock Warrant	\$ 2.325						02/17/2004	10/03/2008	Common Stock
Common Stock Warrant	\$ 2.325						02/17/2004	11/17/2008	Common Stock
Stock Appreciation Right	\$ 11						<u>(3)</u>	<u>(3)</u>	Common Stock
Stock Appreciation Right	\$ 4.96						<u>(4)</u>	<u>(4)</u>	Common Stock
Stock Option (Right to Buy)	\$ 2.325						03/31/2005(5)	02/17/2014(5)	Common Stock
Stock Option (Right to Buy)	\$ 2.775						12/31/2005(6)	02/17/2014(6)	Common Stock
Stock Option (Right to Buy)	\$ 3.375						12/31/2006 <u>(7)</u>	02/17/2014(7)	Common Stock

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 Stock Option

 (Right to \$4.26
 12/31/2006(8) 02/17/2014(8) Stock
 Common Stock

 Stock Option
 (Right to \$2.325
 12/31/2007(9) 02/17/2014(9) Common Stock

Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Eisenberg Jerome B

C/O ORBCOMM INC.
2115 LINWOOD AVE. SUITE 100

FORT LEE, NJ 07024

Signatures

Buy)

/s/ Brad Franco, by power of attorney

05/14/2008

**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) Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock. 49,778 TV RSUs will vest on January 1, 2009.
- Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. The PV RSU awards vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2008. 14,933 PV RSUs vested in March 2008 and 34,844 PV RSUs lapsed unvested in March 2008.
 - 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. One-third of the PV SAR awards vested or will vest based on the achievement by the employee and/or the Company of certain
- (3) performance targets for each of the fiscal years 2006, 2007 and 2008. The PV SARs expire in October 2016 and have an exercise price equal to the initial public offering price of \$11.00 per share. In April 2007, 43,500 PV SARs vested based on achievement of certain 2006 performance targets and 6,500 PV SARs lapsed unvested. In March 2008, 15,000 PV SARs vested based on achievement of certain 2007 performance targets and 35,000 PV SARs lapsed unvested.
 - Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. 50,000 of the
- (4) TV SAR awards will vest on December 31, 2008 and 25,000 of the TV SAR awards will vest on each of December 31, 2009 and December 31, 2010. The TV SAR awards expire in March 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.
- (5) 166,667 Options were issued on February 17, 2004 and became fully vested on March 31, 2005. The Options expire on February 17, 2014.
- (6) 33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2005. The Options expire on February 17, 2014.
- (7) 33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2006. The Options expire on February 17, 2014.

(8)

Reporting Owners 3

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33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2006. The Options expire on February 17, 2014.

(9) 33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2007. 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.