

ORBCOMM Inc.
Form 4
May 14, 2008

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 *
Eisenberg Jerome B

(Last) (First) (Middle)

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

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
				(A) or (D) Code V Amount (D) Price			
Restricted Stock Unit (Time Vested) <u>(1)</u>					49,778	D	
Restricted Stock Unit (Performance Vested) <u>(2)</u>					49,779	D	
Common Stock					15,759	I	by 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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(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 Underlying Security (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 ⁽⁷⁾ 02/17/2014 ⁽⁷⁾	Common Stock

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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.

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