#### SHAY LAWRENCE F

Form 4

January 02, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SHAY LAWRENCE F			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	InterDigital, Inc. [IDCC] 3. Date of Earliest Transaction	(Check all applicable)			
200 BELLEVUE PARKWAY, SUITE 300			(Month/Day/Year) 12/28/2012	Director 10% Owner _X_ Officer (give title Other (specify below)  Exec. VP, IP & Chf. IP Counsel			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
WILMINGTON, DE 19809				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) Transactionr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common Stock	12/28/2012		A <u>(1)</u>	319.6861	A	\$ 0	31,980.8592	D			
Common Stock	12/30/2012		F(2)	352	D	\$ 39.89	31,628.8592	D			
Common Stock	12/30/2012		D(3)	0.1928	D	\$ 39.89	31,628.6664	D			
Common Stock							3,118 <u>(4)</u>	I	By 401(k) Plan		

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Tit		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur	rlying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SHAY LAWRENCE F 200 BELLEVUE PARKWAY **SUITE 300** WILMINGTON, DE 19809

Exec. VP, IP & Chf. IP Counsel

# **Signatures**

/s/ Jannie K. Lau, Attorney-in-Fact for Lawrence F. Shay

01/02/2013

Date

\*\*Signature of 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).
- Restricted stock units received pursuant to dividend equivalents credited on unvested restricted stock units previously granted to the (1) reporting person. Dividend equivalents accrue with respect to unvested restricted stock units when and as cash dividends are paid on InterDigital, Inc.'s common stock.
- The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The (2) restricted stock units were part of an award granted to the reporting person on December 30, 2010 pursuant to the company's 2009 Stock Incentive Plan that vested, in part, on December 30, 2012 together with accrued dividend equivalents.
- The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note (2).

Reporting Owners 2

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(4) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of common stock pursuant to the InterDigital Savings and Protection Plan.

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