

FAGAN RICHARD J

Form 4/A

June 13, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAGAN RICHARD J

(Last) (First) (Middle)

781 THIRD AVENUE

(Street)

KING OF
PRUSSIA,, PA 19406-1409

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INTERDIGITAL
COMMUNICATIONS CORP
[IDCC]

3. Date of Earliest Transaction
(Month/Day/Year)
06/09/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/13/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/09/2006		S	30,000 D	\$ 31.3 47,259	D	
Common Stock	06/09/2006		S	10,000 D	\$ 31.39 47,259	D	
Common Stock	06/09/2006		S	10,000 D	\$ 31.4 47,259	D	
Common Stock					1,833 ⁽¹⁾	I	By 401(k) Plan

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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. 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 Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Options (Right-to-Buy) (2)	\$ 5.625	06/09/2006		M	25,000	(3) 11/15/2008	Common Stock	25,000
Options (Right-to-Buy) (2)	\$ 6	06/09/2006		M	25,000	(5) 10/13/2009	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAGAN RICHARD J 781 THIRD AVENUE KING OF PRUSSIA,, PA 19406-1409			Chief Financial Officer	

Signatures

Rebecca Bridgeford Opher, Attorney-In-Fact for Richard J. Fagan 06/13/2006

__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) As of the most recently published account statement dated June 7, 2006, the Reporting Person beneficially owned 1,833 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan.

(2) Amendment to reflect the exercise of options.

(3)

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Part of a grant of 50,000 options which vested as follows: 8,333 on each of 12/31/98; 06/30/99; 12/31/99; and 06/30/00, and 8,334 on each of 12/31/00 and 06/30/01.

(4) Granted pursuant to InterDigital Communications Corporation 1995 Stock Option Plan for Employees and Outside Directors.

(5) Part of a grant of 50,000 options which vested as follows: 8,333 on each of 12/31/99; 06/30/00; 12/31/00; and 06/30/01, and 8,334 on each of 12/31/01 and 06/30/02.

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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