

VIRGIN MEDIA INC.
Form 4
June 11, 2013

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 *
MCCALLUM GORDON D

(Last) (First) (Middle)

C/O VIRGIN MEDIA INC., 65
BLEECKER STREET, 6TH FLOOR

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIRGIN MEDIA INC. [VMED]

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2013

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 Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V Amount (D) Price			

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to Buy)	\$ 29.06	06/07/2013	D	156,250	(1)	09/13/2017	Common Stock	156,250
Stock Option (Right To Buy)	\$ 8.67	06/07/2013	D	62,500	(1)	06/09/2019	Common Stock	62,500
Stock Option (Right To Buy)	\$ 8.6	06/07/2013	D	14,725	(1)	06/14/2019	Common Stock	14,725
Stock Option (Right To Buy)	\$ 15.93	06/07/2013	D	62,500	(1)	06/08/2020	Common Stock	62,500
Stock Option (Right To Buy)	\$ 23.14	06/07/2013	D	40,000	(1)	10/03/2021	Common Stock	40,000
Stock Option (Right To Buy)	\$ 23.24	06/07/2013	D	40,000	(2)	06/11/2022	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCALLUM GORDON D C/O VIRGIN MEDIA INC. 65 BLEECKER STREET, 6TH FLOOR NEW YORK, NY 10012	X			

Signatures

/s/ Gordon D.
McCallum

06/11/2013

**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) The option had become fully exercisable prior to the Merger and was exchanged upon the Merger for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of such converted options was adjusted accordingly.
- (2) The option vested and became fully exercisable upon the Merger and was exchanged for two options, the first exercisable for 0.4123 of a Class A LG plc ordinary share and the second exercisable for 0.3077 of a Class C LG plc ordinary share, in each case multiplied by the number of Virgin Media shares of common stock for which the Virgin Media option was exercisable. The exercise price of such converted options was adjusted accordingly.

Remarks:

The disposition of the referenced securities of Virgin Media, Inc. by the Reporting Person was made as a result of the business

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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