

STRAUSS ALAN
Form 4
May 05, 2010

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 *
STRAUSS ALAN

(Last) (First) (Middle)

1875 EXPLORER STREET, SUITE 1000

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NII HOLDINGS INC [NIHD]

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2010

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)
VP Chief Technology & Engineering

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/03/2010		A		37,500	A	\$ 18.97
Common Stock	05/03/2010		A		60,000	A	\$ 26.6
Common Stock	05/03/2010		A		38,334	A	\$ 14.33
Common Stock	05/03/2010		S		141,636	D	\$ 42
Common Stock	05/03/2010		S		100	D	\$ 42.005

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Common Stock	05/03/2010	S	400	D	\$ 42.01	81,733	D
Common Stock	05/03/2010	S	400	D	\$ 42.02	81,333	D
Common Stock	05/03/2010	S	1,800	D	\$ 42.03	79,533	D
Common Stock	05/03/2010	S	200	D	\$ 42.0301	79,333	D
Common Stock	05/03/2010	S	100	D	\$ 42.0302	79,233	D
Common Stock	05/03/2010	S	100	D	\$ 42.0303	79,133	D
Common Stock	05/03/2010	S	400	D	\$ 42.04	78,733	D
Common Stock	05/03/2010	S	500	D	\$ 42.05	78,233	D
Common Stock	05/03/2010	S	200	D	\$ 42.06	78,033	D
Common Stock	05/03/2010	S	1,465	D	\$ 42.07	76,568	D
Common Stock	05/03/2010	S	200	D	\$ 42.08	76,368	D
Common Stock	05/03/2010	S	100	D	\$ 42.0802	76,268	D
Common Stock	05/03/2010	S	1,600	D	\$ 42.09	74,668	D
Common Stock	05/03/2010	S	300	D	\$ 42.0901	74,368	D
Common Stock	05/03/2010	S	1,000	D	\$ 42.12	73,368	D
Common Stock	05/03/2010	S	2,000	D	\$ 42.15	71,368	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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- (2) The stock option grant vested in four installments: 25% on April 28, 2005; 25% on April 28, 2006; 25% on April 28, 2007; and 25% on April 28, 2008.
- (3) The stock option grant vested in four installments: 25% on April 27, 2006; 25% on April 27, 2007; 25% on April 27, 2008; and 25% on April 27, 2009.
- (4) The stock option grant vests/vested over three years, as follows: 33-1/3% on April 22, 2010; 33-1/3% on April 22, 2011; and 33-1/3% on April 22, 2012.

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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