STRAUSS ALAN Form 4 May 05, 2010

FORM 4

#### **OMB APPROVAL**

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

OMB 3235-0287 Number:

burden hours per

response...

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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 See Instruction

2. Issuer Name and Ticker or Trading

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

STRAUSS ALAN				Symbol NII HOLDINGS INC [NIHD] 3. Date of Earliest Transaction (Month/Day/Year) 05/03/2010				Iss	Issuer (Charle all applicable)				
(Last) (First) (Middle)  1875 EXPLORER STREET, SUITE 1000								(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  VP ChiefTechnology&Engineering					
	DEGMON	(Street)			nendment, l	Date Original ear)	I	Ap _X	Individual or Join plicable Line) _ Form filed by One _ Form filed by Mor	e Reporting Per	son		
	RESTON,		(T)										
	(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. Deem Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	orDisposed o (Instr. 3, 4	f (D)		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	05/03/2010			A	37,500	A	\$ 18.97	125,535 (1)	D			
	Common Stock	05/03/2010			A	60,000	A	\$ 26.6	185,535	D			
	Common Stock	05/03/2010			A	38,334	A	\$ 14.33	223,869	D			
	Common Stock	05/03/2010			S	141,636	D	\$ 42	82,233	D			
	Common Stock	05/03/2010			S	100	D	\$ 42.005	82,133	D			

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

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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. Transactio Code (Instr. 8)	ransactiorDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Sha
Stock Option (right to purchase)	\$ 18.97	05/03/2010		M		37,500	04/28/2008(2)	04/28/2014	Common Stock	37,50
Stock Option (right to purchase)	\$ 26.2	05/03/2010		M		60,000	04/27/2009(3)	04/27/2015	Common Stock	60,00
Stock Option (right to purchase)	\$ 14.33	05/03/2010		M		38,334	04/22/2010(4)	04/22/2019	Common Stock	38,33

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRAUSS ALAN

1875 EXPLORER STREET

**SUITE 1000** 

RESTON, VA 20190

VP ChiefTechnology&Engineering

## **Signatures**

Gary D. Begeman Attorney-in-Fact 05/04/2010

\*\*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).

The amount of securities beneficially owned following reported transactions on this column 5 of Table I includes 6,667 shares of restricted stock that vest on April 22, 2011; 6,666 shares of restricted stock that vest on April 23, 2012; 2,600 shares of restricted stock that vest on April 23, 2011; 2,600 shares of restricted stock that vest on April 23, 2013.

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.