Sprecher Steven Wayne
Form 4
January 04, 2012

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Sprecher Steven Wayne

(Last) (First) (Middle)

781 THIRD AVENUE

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
InterDigital, Inc. [IDCC]

3. Date of Earliest Transaction (Month/Day/Year)
01/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
General Counsel & Secretary

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/01/2012		F[(1)]		297	D	$ 43.57	10,400.4682	D	
Common Stock	01/01/2012		D[(2)]		0.7903	D	$ 43.57	10,399.6779	D	
Common Stock	01/01/2012		F[(3)]		1,211	D	$ 43.57	9,188.6779	D	
Common Stock	01/01/2012		D[(4)]		0.2034	D	$ 43.57	9,188.4745	D	
Common Stock	01/01/2012		A[(5)]		1,211.3641	A	$ 0	10,399.8386	D	

Common Stock	01/01/2012	F[(6)]	409	D	$ 43.57	9,990.8386	D
Common Stock	01/01/2012	D[(7)]	0.3641	D	$ 43.57	9,990.4745	D
Common Stock	01/01/2012	A[(8)]	1,516	A	$ 0	11,506.4745	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)

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 of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sprecher Steven Wayne 781 THIRD AVENUE KING OF PRUSSIA, PA 19406			General Counsel & Secretary	

Signatures

/s/ Claire H. Hanna, Attorney-in-Fact for Steven W. Sprecher	01/04/2012
**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 transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The restricted stock units were part of an award granted to the reporting person on January 1, 2010 pursuant to the company's 2009 Stock Incentive Plan that vested, in part, on January 1, 2012 together with accrued dividend equivalents.

(2) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note (1).

(3) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The restricted stock units were part of an award granted to the reporting person on January 1, 2009 pursuant to the company's 1999 Restricted Stock Plan in accordance with the company's Long-Term Compensation Program that vested, in full, on January 1, 2012 together with accrued dividend equivalents.

(4) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note (3).

(5) The transaction reported represents the vesting of an award of performance-based restricted stock units granted to the reporting person on January 1, 2009 pursuant to the company's 1999 Restricted Stock Plan in accordance with the 2009-2012 cycle under the company's Long-Term Compensation Program. Based on the achievement level of the 2009-2012 cycle performance goals, 31% of the reporting person's target performance-based restricted stock unit award, or 1,202 restricted stock units, vested on January 1, 2012, together with 9.3641 additional shares representing accrued dividend equivalents.

(6) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability in connection with the transaction described in Note (5).

(7) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units, as described in Note (5).

(8) Restricted stock units granted pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's Long-Term Compensation Program.

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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