

InterDigital, Inc.  
Form 4  
May 11, 2012

**FORM 4**

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

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).

**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 \*  
**BREZSKI RICHARD**

(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)  
05/09/2012

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)  
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 05/09/2012                           |  | A <sup>(1)</sup>               | 926 A \$ 0  | 6,475.1789  | D  |                                   |
| Common Stock                    | 05/09/2012                           |  | A <sup>(2)</sup>               | 3,000 A \$ 0  | 9,475.1789  | D  |                                   |
| Common Stock                    | 05/09/2012                           |  | F <sup>(3)</sup>               | 306 D \$ 27   | 9,169.1789  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 1,639 <sup>(4)</sup>  | I  | By 401(k) Plan                    |

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

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(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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| BREZSKI RICHARD<br>781 THIRD AVENUE<br>KING OF PRUSSIA, PA 19406 |               |           | Chief Financial Officer |       |

## Signatures

/s/ Claire H. Hanna, Attorney-in-Fact for Richard J. Brezski 05/11/2012

\_\_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) Restricted stock units granted pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's Long-Term Compensation Program.
- (2) Restricted stock units granted pursuant to the company's 2009 Stock Incentive Plan.  
The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability.
- (3) restricted stock units were part of an award granted to the reporting person on May 9, 2012 pursuant to the company's 2009 Stock Incentive Plan and also reported in this Form 4 and that vested, in part, immediately.
- (4) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of common stock pursuant to the InterDigital Savings and Protection Plan.

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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