

FAGAN RICHARD J
Form 4
June 13, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
FAGAN RICHARD J

(Last) (First) (Middle)

781 THIRD AVENUE
(Street)

KING OF PRUSSIA,, PA 19406-1409

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERDIGITAL COMMUNICATIONS CORP [IDCC]

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2006

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)
Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/09/2006 | | S | 30,000 | D \$ 31.3 | 47,259 | D |
| Common Stock | 06/09/2006 | | S | 10,000 | D \$ 31.39 | 47,259 | D |
| Common Stock | 06/09/2006 | | S | 10,000 | D \$ 31.4 | 47,259 | D |
| Common Stock | | | | | | 1,833 ⁽¹⁾ | I By 401(k) Plan |

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock | \$ 5.625 | 06/09/2006 | | M | 25,000 | ⁽²⁾ 11/15/2008 | Common Stock | 25,000 |
| Common Stock | \$ 6 | 06/09/2006 | | M | 25,000 | ⁽⁴⁾ 10/13/2009 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FAGAN RICHARD J 781 THIRD AVENUE KING OF PRUSSIA,, PA 19406-1409 | | | Chief Financial Officer | |

Signatures

Rebecca Bridgeford Opher, Attorney-In-Fact for Richard J. Fagan 06/13/2006

__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) As of the most recently published account statement dated June 7, 2006, the Reporting Person beneficially owned 1,833 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan.
- (2) Part of a grant of 50,000 options which vested as follows: 8,333 on each of 12/31/98; 06/30/99; 12/31/99; and 06/30/00, and 8,334 on each of 12/31/00 and 06/30/01.
- (3) Granted pursuant to InterDigital Communications Corporation 1995 Stock Option Plan for Employees and Outside Directors.
- (4)

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Part of a grant of 50,000 options which vested as follows: 8,333 on each of 12/31/99; 06/30/00; 12/31/00; and 06/30/01, and 8,334 on each of 12/31/01 and 06/30/02.

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.