

Smith S. Scott
Form 4
March 05, 2012

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 *
Smith S. Scott

2. Issuer Name and Ticker or Trading Symbol
Iridium Communications Inc.
[IRDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP,Satellite Development

C/O IRIDIUM
COMMUNICATIONS INC., 1750
TYSONS BOULEVARD, SUITE
1400

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MCLEAN, VA 22102

(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. 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 (D) Price		
Common Stock	03/01/2012		A		12,301 <u>(1)</u>	A	\$ 0 17,301 D

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

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(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to Buy)	\$ 7.56	03/01/2012		A	27,761	<u>(2)</u> 03/01/2022	Common Stock 27,761

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Smith S. Scott
C/O IRIDIUM COMMUNICATIONS INC.
1750 TYSONS BOULEVARD, SUITE 1400
MCLEAN, VA 22102

EVP, Satellite Development

Signatures

/s/ Christi Novak,
Attorney-in-Fact 03/05/2012

 **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).

These shares are represented by restricted stock units. The shares of Common Stock underlying this restricted stock unit award vest as to

(1) 25% on March 1, 2013 and quarterly thereafter in equal installments (rounded down to the nearest whole number) on June 1, September 1 and December 1 so that all shares of Common Stock shall be vested as of March 1, 2016.

These options shall vest and become exercisable as to 25% of the shares of Common Stock underlying the option on March 1, 2013 and

(2) quarterly thereafter in equal installments on June 1, September 1 and December 1 so that all shares of Common Stock underlying the option shall vest and become exercisable on March 1, 2016.

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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