

Salmasi Allen  
 Form 4  
 December 29, 2011

**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 \*  
 Salmasi Allen

2. Issuer Name and Ticker or Trading Symbol  
 NextWave Wireless Inc. [WAVE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/27/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O NEXTWAVE WIRELESS INC., 12264 EL CAMINO REAL, SUITE 305

(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

SAN DIEGO, CA 92130

(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)
Common Stock				(A) or (D)	79,140	D	
Common Stock	12/27/2011		S	10,000 D	\$ 0.1 2,076,267 <sup>(1)</sup>	I	By Navation, Inc.

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

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SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				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
Salmasi Allen C/O NEXTWAVE WIRELESS INC. 12264 EL CAMINO REAL, SUITE 305 SAN DIEGO, CA 92130	X	X		
Navation, Inc. 40, ROUTE DE MALAGNOU GENEVA, V8 CH-1204		X		
Salmasi Nicole C/O NEXTWAVE WIRELESS INC. 12264 EL CAMINO REAL, SUITE 305. SAN DIEGO, CA 92130		X		

## Signatures

/s/ Allen Salmasi	12/28/2011
_____ **Signature of Reporting Person	Date
Navation, Inc., by Allen Salmasi, Chief Executive Officer /s/ Allen Salmasi	12/28/2011
_____ **Signature of Reporting Person	Date
/s/ Nicole Salmasi	12/28/2011
_____ **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 securities are owned directly by Navation, Inc., a ten percent owner of the issuer, and indirectly by Mr. Salmasi and his wife,

(1) Nicole Salmasi, as stockholders and directors of Navation, Inc. Mr. Salmasi is the Chairman of the issuer's Board of Directors and a ten percent owner of the issuer.

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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