

Stolte John J Jr
Form 4
October 26, 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 *
Stolte John J Jr

(Last) (First) (Middle)

C/O ORBCOMM INC., 2115
LINWOOD AVENUE, SUITE 100

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2012

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)
EVP, Technology & Operations

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 Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | | | | (A) or (D) | 39,281 | D | |
| Restricted Stock Unit (Performance Vested) ⁽¹⁾ | 10/24/2012 | | A | 20,000 A \$ 0 | 20,000 | D | |

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 Underlying (Instr. 3 and 4) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Appreciation Right | \$ 4.96 | | | | | (2) | (2) | Common Stock |
| Stock Appreciation Right | \$ 2.46 | | | | | (3) | (3) | Common Stock |
| Stock Appreciation Right | \$ 2.46 | | | | | (4) | (4) | Common Stock |
| Stock Appreciation Right | \$ 3.65 | | | | | (5) | (5) | Common Stock |
| Stock Appreciation Right | \$ 2.74 | | | | | (6) | (6) | Common Stock |
| Stock Appreciation Right | \$ 3.53 | 10/24/2012 | | A | 40,000 | (7) | (7) | Common Stock |
| Stock Option (Right to Buy) | \$ 2.325 | | | | | 03/31/2005 ⁽⁸⁾ | 02/17/2014 ⁽⁸⁾ | Common Stock |
| Stock Option (Right to Buy) | \$ 2.775 | | | | | 12/31/2005 ⁽⁹⁾ | 02/17/2014 ⁽⁹⁾ | Common Stock |
| Stock Option (Right to Buy) | \$ 3.375 | | | | | 12/31/2006 ⁽¹⁰⁾ | 02/17/2014 ⁽¹⁰⁾ | Common Stock |
| Stock Option (Right to Buy) | \$ 4.26 | | | | | 12/31/2007 ⁽¹¹⁾ | 02/17/2014 ⁽¹¹⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stolte John J Jr C/O ORBCOMM INC. 2115 LINWOOD AVENUE, SUITE 100 FORT LEE, NJ 07024 | | | EVP, Technology & Operations | |

Signatures

/s/ Christian Le Brun, by power of attorney
Date: 10/26/2012

**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) Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. The PV RSU awards vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2013.
- Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. 30,000 of the
- (2) TV SAR awards became fully vested on December 31, 2008 and 60,000 of the TV SAR awards became fully vested on each of December 31, 2009 and December 31, 2010. The TV SAR awards expire on March 31, 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.
- Each TV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. 25,000 of the TV SAR awards vested on each of December
- (3) 31, 2010 and December 31, 2011, and 25,000 of the TV SAR awards will vest on December 31, 2012. The TV SAR awards expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date.
- Each Performance Vested Stock Appreciation Right ("PV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR. The PV
- (4) SAR awards vested based on the achievement by the employee and/or ORBCOMM Inc. (the "Company") of certain performance targets for fiscal year 2010. The PV SARs expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date.
- Each PV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR. One half of the 50,000 PV SAR awards originally granted vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2011 and
- (5) 2012. The PV SARs expire on March 2, 2021 and have an exercise price of \$3.65 per share, the closing price of the common stock on the grant date. In March 2012, 13,750 PV SARs vested based on achievement of certain 2011 performance targets and 11,250 PV SARs lapsed unvested. (Note: The original Form 4 filing on March 4, 2011 incorrectly reported only the portion of the PV SAR award relating to 2011 performance targets. The number of PV SARs shown on this Form 4 includes the portion of the PV SAR award relating to 2012 performance targets as well.)
- Each TV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. The TV SAR awards vested on December 31, 2011. The
- (6) TV SAR awards expire on October 26, 2021 and have an exercise price of \$2.74 per share, the closing price of the common stock on the grant date.
- Each TV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. The TV SAR awards will vest on January 1, 2014. The TV
- (7) SAR awards expire on October 24, 2022 and have an exercise price of \$3.53 per share, the closing price of the common stock on the grant date.
- (8) The options for common stock ("Options") were issued on February 17, 2004 and became fully vested on March 31, 2005. The Options expire on February 17, 2014.

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- (9) The Options were issued on February 17, 2004 and became fully vested on December 31, 2005. The Options expire on February 17, 2014.
- (10) The Options were issued on February 17, 2004 and became fully vested on December 31, 2006. The Options expire on February 17, 2014.
- (11) The Options were issued on February 17, 2004 and became fully vested on December 31, 2007. The Options expire on February 17, 2014.

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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