

Virgin Mobile USA, Inc.
Form 4
October 18, 2007

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 *
Messenger David R.J.

(Last) (First) (Middle)

10 INDEPENDENCE BLVD, 2ND FLOOR

(Street)

WARREN, NJ 07059

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Virgin Mobile USA, Inc. [VM]

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2007

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 People 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 | |
| Class A Common Stock ⁽¹⁾ | 10/16/2007 | | A ⁽¹⁾ | | 30,000 | A | <u>(1)</u> 30,000 | D |
| Class A Common Stock ⁽²⁾ | 10/16/2007 | | M ⁽²⁾ | | 8,963 | A | <u>(2)</u> 38,963 | 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 Amount of Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Class D Units of Virgin Mobile USA, LLC ⁽²⁾ | <u>(2)</u> | 10/16/2007 | | <u>M</u> ⁽²⁾ | 21 | <u>(3)</u> <u>(3)</u> | Class A Common Stock | 8,96 |
| Options to Purchase Class D Units (right to buy) ⁽⁴⁾ | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | <u>1</u> ⁽⁴⁾ | <u>(5)</u> 07/11/2015 | Class A Common Stock | 42,6 |
| Options to Purchase Class A Common Stock (right to buy) ⁽⁴⁾ | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | 42,679 | <u>(5)</u> 07/11/2015 | Class A Common Stock | 42,6 |
| Stock Appreciation Rights ⁽⁶⁾ | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁶⁾ | <u>1</u> ⁽⁶⁾ | <u>(7)</u> 06/01/2012 | Class A Common Stock | 51,2 |
| Options to Purchase Class A Common Stock(right to buy) ⁽⁶⁾ | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁶⁾ | 51,215 | <u>(7)</u> 06/01/2012 | Class A Common Stock | 51,2 |
| Options to Purchase Class A Common Stock | \$ 15 | 10/16/2007 | | A | 35,778 | <u>(8)</u> 10/10/2013 | Class A Common Stock | 35,7 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Messenger David R.J.
10 INDEPENDENCE BLVD, 2ND FLOOR
WARREN, NJ 07059

Chief People Officer

Signatures

/s/ Nathan Marinoff,
Attorney-in-Fact

10/18/2007

__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) Represents a grant of 30,000 Restricted Stock Units which vest 50% on October 10, 2008 and 50% on October 10, 2009.
Mr. Messenger's 21 restricted Class D Units of Virgin Mobile USA, LLC ("Class D Units") were exchanged for 8,963 restricted shares of Class A Common Stock of Virgin Mobile USA, Inc. ("Class A Common Stock") pursuant to the Reorganization and Purchase Agreement, dated as of October 10, 2007, by and among the Company, Virgin Mobile USA, LLC and other parties thereto (the "Reorganization Agreement"). These restricted shares will vest 25% on May 23, 2008, 25% on May 23, 2009, 25% on May 23, 2010 and 25% on May 23, 2011.
- (3) Not applicable.
- (4) Mr. Messenger's options to purchase Class D Units were exchanged for options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (5) These options vested 50% as of July 11, 2007 and will vest 25% on July 11, 2008 and 25% on July 11, 2009.
- (6) Mr. Messenger's Stock Appreciation Rights were exchanged for options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (7) These securities vested 25% as of June 1, 2007, will vest 25% on June 1, 2008 25% on June 1, 2009 and 25% on June 1, 2010.
- (8) These options vest 25% on July 1, 2008, 25% on July 1, 2009, 25% on July 1, 2010 and 25% on July 1, 2011.

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