

Bell Brian
Form 4
July 09, 2010

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 *
Bell Brian

(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)
07/07/2010

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, Sales

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)
Restricted Stock Unit (Time Vested) ⁽¹⁾					46,667 ⁽¹⁾	D	
Common Stock					23,333 ⁽²⁾	D	
Common Stock	07/07/2010		S	2,620 ⁽³⁾	D \$ 1.75	20,713	D
Common Stock	07/07/2010		S	100 ⁽³⁾	D \$ 1.72	20,613	D
	07/07/2010		S	190 ⁽³⁾	D	20,423	D

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Common Stock					\$				1.7193
Common Stock	07/07/2010		S	<u>1,300</u> ⁽³⁾	D	\$ 1.71	19,123		D
Common Stock	07/07/2010		S	<u>1,000</u> ⁽³⁾	D	\$ 1.69	18,123		D
Common Stock	07/07/2010		S	300 ⁽³⁾	D	\$ 1.68	17,823		D
Common Stock	07/07/2010		S	300 ⁽³⁾	D	\$ 1.67	17,523		D
Common Stock	07/07/2010		S	<u>1,716</u> ⁽³⁾	D	\$ 1.66	15,807		D

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

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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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Stock Appreciation Right	\$ 2.46					<u>(4)</u>	<u>(4)</u>	Common Stock	25,000 <u>(4)</u>
Stock Appreciation Right	\$ 2.46					<u>(5)</u>	<u>(5)</u>	Common Stock	75,000 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Bell Brian
C/O ORBCOMM INC.
2115 LINWOOD AVENUE, SUITE 100
FORT LEE, NJ 07024

EVP, Sales

Signatures

/s/ Christian Le Brun, by power of attorney

07/09/2010

__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 Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock. 23,333 TV RSUs vested on July 1, 2010, 23,333 TV RSUs will vest on July 1, 2011 and 23,334 TV RSUs will vest on July 1, 2012.
 - (2) Includes 23,333 shares underlying TV RSUs that vested on July 1, 2010.
 - (3) Pursuant to a 10b5-1 Sales Plan, Mr. Bell sold an aggregate of 7,526 shares of common stock to cover payment of tax liabilities incident to the vesting of 23,333 TV RSUs.

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 SAR awards vest based on the achievement by the employee and/or 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.
 - (5) Each Time Vested Stock Appreciation Right ("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 will vest on each of December 31, 2010, December 31, 2011 and 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.

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.