

DANKBERG MARK D
Form 4
November 17, 2011

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 *
DANKBERG MARK D

2. Issuer Name and Ticker or Trading Symbol
VIASAT INC [VSAT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6155 EL CAMINO REAL

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2011

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

Chief Executive Officer

(Street)
CARLSBAD, CA 92009

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

(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	(A) or (D)	Price
\$0.0001 par value common stock	11/15/2011		M		58,817	A	\$ 13.16
\$0.0001 par value common stock	11/15/2011		S ⁽¹⁾		17,500	D	\$ 45.41 (2)
\$0.0001 par value common stock	11/15/2011		S ⁽¹⁾		11,000	D	\$ 46.37 (3)

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\$0.0001 par value common stock	11/15/2011	S ⁽¹⁾	30,317	D	\$ 47.11 <u>(4)</u>	0	D	
\$0.0001 par value common stock	11/16/2011	M	21,183	A	\$ 13.16	21,183	D	
\$0.0001 par value common stock	11/16/2011	S ⁽¹⁾	21,183	D	\$ 47.14 <u>(5)</u>	0	D	
\$0.0001 par value common stock						786	I	By 401(k)
\$0.0001 par value common stock						1,518,047	I	By Trust

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

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(9-02)

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
stock option (right to buy)	\$ 13.16	11/15/2011		M	58,817	<u>(6)</u>	12/21/2011	common stock	58,817
stock option (right to	\$ 13.16	11/16/2011		M	21,183	<u>(6)</u>	12/21/2011	common stock	21,183

buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DANKBERG MARK D 6155 EL CAMINO REAL CARLSBAD, CA 92009	X		Chief Executive Officer	

Signatures

Mark D.
Dankberg

11/17/2011

**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).

(1) Transaction pursuant to Rule 10b5-1 Trading Plan adopted on September 14, 2011.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.88 to \$45.85, inclusive. The Reporting Person undertakes to provide to ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.90 to \$46.88, inclusive. The Reporting Person undertakes to provide to ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.92 to \$47.23, inclusive. The Reporting Person undertakes to provide to ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.56 to \$47.55, inclusive. The Reporting Person undertakes to provide to ViaSat, Inc., any security holder of ViaSat, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote

(5)

(6) The option originally vested in five (5) equal annual installments beginning on 12/21/2002 and was accelerated and fully vested on 03/30/06.

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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