SHAY LAWRENCE F

Form 4/A June 13, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number:

3235-0287

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAY LAWRENCE F

2. Issuer Name and Ticker or Trading

Issuer

Symbol

INTERDIGITAL

COMMUNICATIONS CORP

Director

10% Owner

[IDCC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

X_ Officer (give title below) General Counsel & Gov. Affairs

Other (specify

(Month/Day/Year) 06/09/2006

781 THIRD AVENUE

(Street) 4. If Amendment, Date Original

> Filed(Month/Day/Year) 06/13/2006

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Person

KING OF

Stock

PRUSSIA,, PA 19406-1409

(State) (Zip) (City) 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. Securit onor Dispos (Instr. 3,	ed of (` ′	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	(msu. 4)
Common Stock	06/09/2006		S	16,000	D	\$ 31.381	19,332	D	
Common							1 774 (1)	Ţ	By 401(k)

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

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Plan

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of SI
Options (Right-to-Buy)	\$ 8.43	06/09/2006		M	16,000	(3)	11/12/2011	Common Stock	16,

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHAY LAWRENCE F 781 THIRD AVENUE KING OF PRUSSIA,, PA 19406-1409

General Counsel & Gov. Affairs

Signatures

Rebecca Bridgeford Opher, Attorney-In-Fact for Lawrence F. Shav

06/13/2006

**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) As of the most recently published account statement dated June 7, 2006, the Reporting Person beneficially owned 1,774 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan.
- (2) Amendment to reflect the exercise of options.
- (3) Part of a grant of 45,000 options which vested in equal installments of 7,500 on each of the following dates: 11/12/2001; 12/31/01; 06/30/02; 12/31/02; 06/30/03; and 12/31/03.
- (4) Granted pursuant to the InterDigital Communications Corporation 2000 Stock Award and Incentive Plan.

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.

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