

FAGAN RICHARD J
Form 4
December 02, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i> Fagan, Richard J. <hr/>	2. Issuer Name and Ticker or Trading Symbol InterDigital Communications Corporation (IDCC) <hr/>	3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i> <hr/>
781 Third Avenue <hr/> <p style="text-align: center;"><i>(Street)</i></p> King of Prussia, PA 19406 <hr/> <p><i>(City) (State) (Zip)</i></p>	4. Statement for <i>(Month/Day/Year)</i> November 27, 2002 <hr/>	5. If Amendment, Date of Original <i>(Month/Day/Year)</i> <hr/>
King of Prussia, PA 19406 <hr/> <p><i>(City) (State) (Zip)</i></p>	6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i> <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i> Executive Vice President and Chief Financial Officer <hr/>	7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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 Transactions(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	11/27/02		S	2,500 D	\$19.01	D	
Common Stock	11/27/02		S	2,600 D	\$19.02	D	
Common Stock	11/27/02		S	1,400 D	\$19.03	D	
Common Stock	11/27/02		S	3,000 D	\$19.06	D	
Common Stock	11/27/02		S	1,500 D	\$19.07	D	
Common Stock	11/27/02		S	820 D	\$19.08	24,379	D
Common Stock			V		305(1)	I	By 401(k) Plan

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
				Code V	(A) (D)
Option (Right-to-Buy)	\$5.19	11/27/02		M	4,720

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>		7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
(2)	12/26/10	Common Stock	4,720	3,000	D	
(3)	12/27/10	Common Stock	800	0	D	
(4)	12/29/10	Common Stock	3,200	0	D	
(5)	01/02/11	Common Stock	4,100	0	D	

Explanation of Responses:

(1) Between July 1, 2001 and September 30, 2002, the Reporting Person acquired 305 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan. This information is based on the most recently published plan statement dated September 30, 2002.

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- (2) Part of a grant of 7,720 options, for which full vesting occurred on the date of grant, December 26, 2000.
- (3) Full vesting occurred on the date of grant, December 27, 2000.
- (4) Full vesting occurred on the date of grant, December 29, 2000.
- (5) Full vesting occurred on the date of grant, January 2, 2001.

/s/ Rebecca Bridgeford
Opher, Attorney-in-Fact
for Richard J. Fagan

December 2, 2002

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.