Hoffmann Hans E W Form 4 March 28, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

**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

1(b).

(Time Vested) (2)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Hoffmann Hans E W			2. Issuer Symbol	27 100 doi 1 valle dita 110 loi 01 11 doing					5. Relationship of Reporting Person(s) to Issuer			
				ORBCOMM Inc. [ORBC]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Choon an approach)					
(			(Month/D	(Month/Day/Year)					10%	Owner		
C/O ORBCOMM INC., 2115			06/27/20	06/27/2007						er (specify		
LINWOOD	AVENUE, SU	JITE 100						below)	below)			
(Street)			4 If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
	(Silect)			Filed(Month/Day/Year)					Applicable Line)			
			1 fied(Mon	itii/Day/Tear	,			_X_ Form filed by C	One Reporting Per	rson		
FORT LEE,	NJ 07024								Iore than One Re			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned		
1.Title of	emed	med 3. 4. Securities Acquired				5. Amount of	7. Nature of					
Security (Month/Day/Year) Executive			ion Date, if					Securities	Ownership	Indirect		
(Instr. 3)				Code	(Instr. 3, 4	4 and 3	5)	Beneficially	Beneficial			
		(Month	n/Day/Year)	(Instr. 8)				Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)		
								Reported	(Instr. 4)	(111811.4)		
						(A)		Transaction(s)	(1115111 1)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common				Code v	Amount	(D)	\$					
Stock (1)	06/27/2007			M	16,667	A	э 2.775	61,187	D			
Stock (4)							2.113					
Common							\$					
Common Stock (1)	06/27/2007			F	2,783	D	16.62	58,404	D			
Stock (4)							(1)					
Restricted												
Stock Unit												
(Time								5,263	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)

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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (1)	\$ 2.775	06/27/2007		M		16,667	03/31/2005	02/17/2009	Common Stock	16,667

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoffmann Hans E W C/O ORBCOMM INC. 2115 LINWOOD AVENUE, SUITE 100 FORT LEE, NJ 07024

X

# **Signatures**

/s/ Bradley C. Franco, by power of attorney

03/28/2008

\*\*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) 16,667 Options were exercised in a cashless exercise pursuant to which 2,783 shares underlying the options were surrendered to ORBCOMM Inc. as payment of the exercise price.
- (2) Each RSU represents the right to receive one share of common stock. The number of RSUs was determined by dividing \$30,000 by the closing price of ORBCOMM Inc. common stock on February 29, 2008 of \$5.70 per share. The RSUs vest on January 1, 2009.
- (3) 16,667 Options were issued on February 17, 2004. 8,334 Options were vested as of such date. The remaining 8,333 Options vested at a rate of 12.5% per quarter beginning March 31, 2004.

Reporting Owners 2

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