

MOTIENT CORP
Form 3
October 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BCE INC | | (Month/Day/Year) | MOTIENT CORP [(MNCP)] | |
| (Last) | (First) | (Middle) | 09/25/2006 | |
| 1000, RUE DE LA GAUCHETIERE OUEST,,Â BUREAU 3700 MONTREAL, QUEBEC | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| H3B 4Y7 CANADA,Â Â | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|-----------------|------------|---|-----------------------|---------------------------------------|---|
| Option to acquire <u>(1)</u> <u>(2)</u> | 10/05/2006 | 01/15/2007 | Common Stock, par value \$0.01 per share (the "Common Stock") | <u>(1)</u> <u>(2)</u> | \$ <u>(1)</u> <u>(2)</u> | I <u>(1)</u> <u>(2)</u> (See footnotes below) <u>(1)</u> <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BCE INC 1000, RUE DE LA GAUCHETIERE OUEST, BUREAU 3700 MONTREAL, QUEBEC H3B 4Y7 CANADA | Â | Â X | Â | Â |
| TMI Communications Inc. 1601 TELESAT COURT GLOUCESTER, ONTARIO K1B 1B9 CANADA | Â | Â X | Â | Â |
| 3924505 Canada Inc. 1601 TELESAT COURT GLOUCESTER, ONTARIO K1B 1B9 CANADA | Â | Â X | Â | Â |
| TMI Communications & Company, Limited Partnership 1601 TELESAT COURT GLOUCESTER, ONTARIO K1B 1B9 CANADA | Â | Â X | Â | Â |
| TMI Communications Delaware, Limited Partnership 1209 ORANGE STREE WILMINGTON, DE 19801 | Â | Â X | Â | Â |

Signatures

/s/ L. Scott
Thomson

09/05/2006

**Signature of
Reporting Person

Date

/s/ L. Scott
Thomson

09/05/2006

**Signature of
Reporting Person

Date

09/05/2006

/s/ L. Scott
Thomson

__Signature of
Reporting Person

Date

/s/ L. Scott
Thomson

09/05/2006

__Signature of
Reporting Person

Date

/s/ L. Scott
Thomson

09/05/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being filed by BCE, Inc. (the "Parent"), TMI Communications Inc. ("TMI"), 3924505 Canada Inc. ("TMI Delaware GP"), TMI Communications and Company, Limited Partnership ("TMI Delaware LP") and TMI Communications Delaware, Limited Partnership ("TMI Delaware" and together with BCE, TMI, TMI Delaware GP, TMI Delaware LP, the "Reporting Persons") with respect to the Common Stock. Each of the Reporting Persons other than Parent is a direct or indirect wholly-owned subsidiary of Parent.

(2) TMI Delaware has a contractual right to cause Motient Corporation ("Motient") to enter into an agreement (the "Exchange Agreement") to exchange 5,073,715 shares of common stock of TerreStar Networks, Inc. and 1,887,133.89202 shares of common stock of Terrestar Networks Bermuda Ltd., currently held by TMI Delaware, for 9,031,213 shares of Common Stock. TMI Delaware may exercise its right to require Motient to enter into the Exchange Agreement at any time on or prior to the earlier of (a) ten days before public announcement by Motient of its planned dividend of shares of common stock of SkyTerra Communications, Inc. ("SkyTerra") that Motient received in a previously announced exchange transaction between Motient and SkyTerra (the "Initial Dividend") and (b) January 15, 2007. The Exchange Agreement would provide for a closing as soon as the conditions therein are satisfied, except that if the Initial Dividend is not paid in 2006, the closing would occur as soon as practicable in 2007

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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