

KIERNAN BRIAN G
 Form 4
 January 28, 2009

FORM 4

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

OMB APPROVAL

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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 *
KIERNAN BRIAN G

(Last) (First) (Middle)
 781 THIRD AVENUE
 (Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InterDigital, Inc. [IDCC]

3. Date of Earliest Transaction (Month/Day/Year)
 01/26/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP, Standards

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	01/26/2009		M ⁽¹⁾	4,500 A \$ 5.0625	45,025	D	
Common Stock	01/26/2009		S ⁽¹⁾	4,500 D \$ 32	40,525	D	
Common Stock	01/26/2009		M ⁽¹⁾	750 A \$ 9.875	41,275	D	
Common Stock	01/26/2009		S ⁽¹⁾	750 D \$ 32	40,525	D	
Common Stock					2,507 ⁽²⁾	I	By 401(k) Plan

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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 Security (Instr. 3 and 4)
Options (Right-to-Buy)	\$ 5.06	01/26/2009		M ⁽¹⁾	4,500	03/11/1999 ⁽³⁾ 03/11/2009	Common Stock
Options (Right-to-Buy)	\$ 9.875	01/26/2009		M ⁽¹⁾	750	12/02/1999 ⁽⁴⁾ 12/02/2009	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIERNAN BRIAN G 781 THIRD AVENUE KING OF PRUSSIA, PA 19406			Executive VP, Standards	

Signatures

/s/ Jannie K. Lau, Attorney-In-Fact for Brian G. Kiernan
01/28/2009

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of Common Stock pursuant to the InterDigital Savings and Protection Plan.
- (3) A grant of 9,500 options that vested every six months, first in four installments of 1,583 and second in two installments of 1,584, beginning on the date specified.

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(4) A grant of 750 options that vested in full on the date specified.

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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