

INTERDIGITAL COMMUNICATIONS CORP

Form 4

July 05, 2006

FORM 4

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

OMB APPROVAL

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

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 *
ROATH ROBERT S

(Last) (First) (Middle)

781 THIRD AVENUE

(Street)

KING OF PRUSSIA,, PA 19406-1409

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERDIGITAL COMMUNICATIONS CORP [IDCC]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2006

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)

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) | | | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|----------|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | Price | | | |
| Common Stock | 06/30/2006 | | S | 44,484 | D | \$ 35 | 112,116 | D | |
| Common Stock | 06/30/2006 | | S | 7,140 | D | \$ 35.01 | 112,116 | D | |
| Common Stock | 06/30/2006 | | S | 13,200 | D | \$ 35.02 | 112,116 | D | |
| Common Stock | 06/30/2006 | | S | 300 | D | \$ 35.04 | 112,116 | D | |
| | 06/30/2006 | | M | 15,000 | A | | 127,116 | D | |

Common Stock \$ 5.6875

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right-to-Buy) | \$ 5.4375 | 06/30/2006 | | M | 30,000 | ⁽¹⁾ 09/21/2007 | Common Stock | 30,000 |
| Option (Right-to-Buy) | \$ 5.5 | 06/30/2006 | | M | 6,000 | ⁽³⁾ 09/03/2007 | Common Stock | 6,000 |
| Option (Right-to-Buy) | \$ 5.6875 | 06/30/2006 | | M | 44,124 | ⁽⁴⁾ 06/17/2008 | Common Stock | 44,124 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROATH ROBERT S 781 THIRD AVENUE KING OF PRUSSIA,, PA 19406-1409 | | X | | |

Signatures

Rebecca Bridgeford Opher, Attorney-In-Fact for Robert S. Roath 07/05/2006

**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)

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A grant of 45,000 options which vested in equal installments of 7,500 on each of the following dates: 12/31/97; 06/30/98; 12/31/98; 06/30/99; 12/31/99; and 06/30/00.

- (2) Granted pursuant to the InterDigital Communications Corporation 1997 Stock Option Plan for Non-Employee Directors.
- (3) A grant of 6,000 options which vested in full on 06/18/98.
- (4) A grant of 48,000 options which vested in equal installments of 16,000 on each of the following dates: 06/03/99; 06/01/00; and 06/04/01.

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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