

Eisenberg Jerome B
 Form 4
 February 03, 2011

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 *
 Eisenberg Jerome B

(Last) (First) (Middle)

C/O ORBCOMM INC., 2115
 LINWOOD AVENUE, SUITE 100

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/01/2011

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) (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)
			Code	V	Amount	(A) or (D)	Price
Restricted Stock Unit (Time Vested) ⁽¹⁾	02/01/2011		A		10,000	A	10,000
Common Stock					15,759	I	by Cynthia Eisenberg
Common Stock					981,095 ⁽²⁾	D	

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Appreciation Right	\$ 11					(3)	(3)	Common Stock	95, (3)
Stock Appreciation Right	\$ 4.96					(4)	(4)	Common Stock	100 (9)
Stock Option (Right to Buy)	\$ 2.325					03/31/2005 ⁽⁵⁾	02/17/2014 ⁽⁵⁾	Common Stock	166
Stock Option (Right to Buy)	\$ 2.775					12/31/2005 ⁽⁶⁾	02/17/2014 ⁽⁶⁾	Common Stock	33,
Stock Option (Right to Buy)	\$ 3.375					12/31/2006 ⁽⁷⁾	02/17/2014 ⁽⁷⁾	Common Stock	33,
Stock Option (Right to Buy)	\$ 4.26					12/31/2006 ⁽⁸⁾	02/17/2014 ⁽⁸⁾	Common Stock	33,
Stock Option (Right to Buy)	\$ 2.325					12/31/2007 ⁽⁹⁾	02/17/2014 ⁽⁹⁾	Common Stock	33,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Eisenberg Jerome B
C/O ORBCOMM INC.
2115 LINWOOD AVENUE, SUITE 100
FORT LEE, NJ 07024

Signatures

/s/ Christian Le Brun, by power of
attorney

02/03/2011

__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) Each time vested Restricted Stock Unit ("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 1, 2011 of \$3.00 per share. The RSUs vest on January 1, 2012.

(2) Includes 49,778 shares underlying time vested RSUs that vested on January 1, 2009 and 36,525 shares underlying performance vested RSUs that vested in March 2009.

(3) Each Performance Vested Stock Appreciation Right ("PV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR. One-third of the PV SAR awards vested based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008. The PV SARs expire in October 2016 and have an exercise price equal to the initial public offering price of \$11.00 per share. In April 2007, 43,500 PV SARs vested based on achievement of certain 2006 performance targets and 6,500 PV SARs lapsed unvested. In March 2008, 15,000 PV SARs vested based on achievement of certain 2007 performance targets and 35,000 PV SARs lapsed unvested. In March 2009, 36,687 PV SARs vested based on achievement of certain 2008 performance targets and 13,313 PV SARs lapsed unvested.

(4) Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. 50,000 of the TV SAR awards vested on December 31, 2008 and 25,000 of the TV SAR awards vested on each of December 31, 2009 and December 31, 2010. The TV SAR awards expire in March 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.

(5) 166,667 Options were issued on February 17, 2004 and became fully vested on March 31, 2005. The Options expire on February 17, 2014.

(6) 33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2005. The Options expire on February 17, 2014.

(7) 33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2006. The Options expire on February 17, 2014.

(8) 33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2006. The Options expire on February 17, 2014.

(9) 33,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2007. The Options expire on February 17, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.