

Eisenberg Jerome B
 Form 4
 March 18, 2013

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 *
 Eisenberg Jerome B

(Last) (First) (Middle)

C/O ORBCOMM INC., 395 W
 PASSAIC STREET, SUITE 325

(Street)

ROCHELLE PARK, NJ 07662

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/14/2013

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 or Price (A) or (D)		
Common Stock	03/14/2013		M		4,302 A \$ 2.325	1,008,800	D
Common Stock	03/14/2013		S ⁽¹⁾		4,302 D \$ 5.022	1,004,498	D
Common Stock	03/15/2013		M		15,410 A \$ 2.325	1,019,908	D
Common Stock	03/15/2013		S ⁽¹⁾		15,410 D \$ 5.001	1,004,498	D
						15,759	I

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Common
Stock

by Cynthia
Eisenberg

Restricted
Stock Unit
(Time
Vested) ⁽⁴⁾

13,054 ⁽⁴⁾ 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. 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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 2.325	03/14/2013		M	4,302	03/31/2005 ⁽⁵⁾	02/17/2014 ⁽⁵⁾	Common Stock
Stock Option (Right to Buy)	\$ 2.325	03/15/2013		M	15,410	03/31/2005 ⁽⁵⁾	02/17/2014 ⁽⁵⁾	Common Stock
Stock Appreciation Right	\$ 11					⁽⁶⁾	⁽⁶⁾	Common Stock
Stock Appreciation Right	\$ 4.96					⁽⁷⁾	⁽⁷⁾	Common Stock
Stock Option (Right to Buy)	\$ 2.775					12/31/2005 ⁽⁸⁾	02/17/2014 ⁽⁸⁾	Common Stock
Stock Option (Right to Buy)	\$ 3.375					12/31/2006 ⁽⁹⁾	02/17/2014 ⁽⁹⁾	Common Stock
Stock Option (Right to Buy)	\$ 4.26					12/31/2006 ⁽¹⁰⁾	02/17/2014 ⁽¹⁰⁾	Common Stock

Stock Option
(Right to Buy) \$ 2.325

12/31/2007⁽¹¹⁾ 02/17/2014⁽¹¹⁾

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eisenberg Jerome B C/O ORBCOMM INC. 395 W PASSAIC STREET, SUITE 325 ROCHELLE PARK, NJ 07662		X		

Signatures

/s/ Christian Le Brun, by power of attorney 03/18/2013

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.00 to \$5.05, inclusive. The reporting person undertakes to provide to ORBCOMM Inc., any security holder of ORBCOMM Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.00 to \$5.02, inclusive.
- (3) Each time vested Restricted Stock Unit ("RSU") represents the right to receive one share of common stock. The RSUs vest on January 1, 2014.
- (4) The options for common stock ("Options") were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
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. The PV SARs are fully vested, expire in October 2016 and have an exercise price equal to the initial public offering price of \$11.00 per share.
- (5) 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. The TV SAR awards are fully vested, 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.
- (6) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014
- (7) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
- (8) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
- (9) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
- (10) 33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
- (11) 33,334 Options were issued on February 17, 2004, are fully vested and 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.