

Brandon-Farrow Frances  
 Form 4  
 October 18, 2007

**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 \*  
 Brandon-Farrow Frances

2. Issuer Name and Ticker or Trading Symbol  
 Virgin Mobile USA, Inc. [VM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/16/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O VIRGIN USA, 65 BLEEKER ST.

(Street)

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

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

NEW YORK, NY 10012

(City) (State) (Zip)

**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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock <sup>(1)</sup>	10/16/2007		A <sup>(1)</sup>		5,333	A	<u>(1)</u> 5,333 <sup>(1)</sup>	D
Class A Common Stock	10/16/2007		C <sup>(2)</sup>		105,857	A	<u>(2)</u> 111,190	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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Limited Partner Interests	(2)	10/16/2007		C(2)	1 (2)	(3)	(3)	Class A Common Stock	105,857	(2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brandon-Farrow Frances C/O VIRGIN USA, 65 BLEEKER ST. NEW YORK, NY 10012	X			

## Signatures

/s/ Nathan Marinoff,  
Attorney-in-Fact  
Date: 10/18/2007

\*\*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).

Represents a grant of 5,333 Restricted Stock Units in connection with Virgin Mobile USA, Inc.'s regular director compensation arrangements. Pursuant to arrangements between the Virgin Group and directors of Virgin Mobile USA, Inc. who are employed by the Virgin Group, Ms. Brandon-Farrow may not have a beneficial ownership interest in all or any of such Restricted Stock Units. Ms.

(1) Brandon-Farrow disclaims beneficial ownership of such securities except to the extent of her pecuniary interest therein, if any, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose. The Restricted Stock Units vest 25% on October 10, 2008, 25% on October 10, 2009, 25% on October 10, 2010 and 25% on October 10, 2011.

(2) Limited Partner Interests in Bluebottle USA Holdings L.P. held by the reporting person were contributed to Virgin Mobile USA, Inc. in exchange for 105,857 shares of Class A Common Stock pursuant to the Reorganization and Purchase Agreement, dated October 10, 2007, by and among Virgin Mobile USA, Inc., Bluebottle USA Holdings L.P. and other parties thereto.

(3) Not applicable.

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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