Eisenberg Marc Form 4/A July 18, 2007

### FORM 4

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

**OMB APPROVAL** OMB

Number:

3235-0287 January 31,

Expires:

2005

0.5

response...

Estimated average burden hours per

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Eisenberg Marc		2. Issuer Name <b>and</b> Symbol	, and the second	5. Relationship of Reporting Person Issuer					
(Last)	(First)	ORBCOMM Inc. [ORBC]  (Middle) 3. Date of Earliest Transaction			(Check all applicable)				
2115 LINWO	, ,	,	(Month/Day/Year) 05/02/2007	ansacuon	DirectorX Officer (give title below) Chief Ope	10% (e Other below)	(specify		
	(Street)		4. If Amendment, Da Filed(Month/Day/Year) 05/31/2007	Č	6. Individual or Jointa Applicable Line) _X_ Form filed by One	Reporting Pers	son		
FORT LEE, N	IJ 07024				Form filed by More Person	than One Rep	orting		
(City)	(State)	(Zip)	Table I - Non-D	erivative Securities Acq	uired, Disposed of, or	Beneficially	y Owned		
1.Title of	2. Transaction	Date 2A. D	Deemed 3.	4. Securities Acquired	d (A) 5. Amount of	6.	7. Nat		

,						Perso	n		
(City)	(State) (Zip	Table I	- Non-Deri	ivative Sec	urities	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. Transactio Code (Instr. 8)	4. Securiti or Dispose (Instr. 3, 4	ed of (	- f	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Restricted Stock Unit (Time Vested) (1) (2)			Code V	Amount	(D)	Price	(Instr. 3 and 4) 82,666	D	
Restricted Stock Unit (Performance Vested) (3)							74,667	D	
Common Stock	05/02/2007		M	7,868	A	\$ 2.325	21,191	D	
	05/02/2007		F	1,450	D	\$ 12.64	19,741	D	

#### Edgar Filing: Eisenberg Marc - Form 4/A

Common Stock							
Common Stock	05/30/2007	M	20,000	A	\$ 2.325	39,741	D
Common Stock (4)	05/30/2007	F	3,286 (4)	D	\$ 14.185	36,455 <u>(4)</u>	D
Common Stock	05/29/2007	S	20,401	D	\$ 11.5	16,054 (4)	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired (A) risposed of er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Stock Appreciation Right	<u>(5)</u>						<u>(5)</u>	<u>(5)</u>	Common Stock	130
Stock Option (Right to Buy)	\$ 2.325	05/30/2007		M		20,000	<u>(6)</u>	<u>(6)</u>	Common Stock	166
Stock Option (Right to Buy)	\$ 2.775						<u>(7)</u>	<u>(7)</u>	Common Stock	33,
Stock Option (Right to Buy)	\$ 3.375						<u>(8)</u>	<u>(8)</u>	Common Stock	33,
Stock Option (Right to Buy)	\$ 4.26						<u>(9)</u>	<u>(9)</u>	Common Stock	33,
Stock Option (Right to Buy)	\$ 2.325						(10)	(10)	Common Stock	33,

#### Edgar Filing: Eisenberg Marc - Form 4/A

Common Stock Warrant	\$ 2.325	05/02/2007	M	5,245	02/17/2004	11/15/2007	Common Stock	5,2
Common Stock Warrant	\$ 2.325	05/02/2007	M	2,623	02/17/2004	05/17/2008	Common Stock	2,0

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Eisenberg Marc

2115 LINWOOD AVENUE, SUITE 100

**Chief Operating Officer** 

FORT LEE, NJ 07024

# **Signatures**

/s/ Brad Franco, by power of

attorney 07/17/2007

\*\*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).
  - Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock. 37,333 TV RSUs
- (1) vested on January 1, 2007 and are reflected in the amount of common stock listed in Table I and an additional 37,333 TV RSUs will vest on each of January 1, 2008 and December 31, 2008.
- (2) An additional 8,000 TV RSUs will vest on January 1, 2008.
- Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. One-third of the PV RSU awards will vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2007 and 2008. 31,025 PV RSUs vested in April 2007 and are reflected in the amount of common stock listed in Table I.
- (4) This amendment is being filed to correct the number of shares of common stock withheld to pay the exercise price of stock options exercised on May 30, 2007, which was previously overstated.
  - 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 or will vest 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.
- (6) 166,667 Options were issued on February 17, 2004. 68.75% were vested as of such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (7) 33,334 Options were issued on February 17, 2004. 68.75% were vested as of such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (8) 33,334 Options were issued on February 17, 2004. 50% were vested as of such date. The remaining 50% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (9) 33,334 Options were issued on February 17, 2004. 25% were vested as of such date. The remaining 75% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (10) 33,334 Options were issued on February 17, 2004 and vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. 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.

Reporting Owners 3

## Edgar Filing: Eisenberg Marc - Form 4/A

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.