

Eisenberg Jerome B
 Form 4
 December 04, 2008

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., 2115
 LINWOOD AVE. 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)
 12/02/2008

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Restricted Stock Unit (Time Vested) ⁽¹⁾ | | | | | 49,778 | D | |
| Restricted Stock Unit (Performance Vested) ⁽²⁾ | | | | | 49,779 | D | |
| Common Stock | | | | | 15,759 | I | by Cynthia Eisenberg |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----------|---------|---|
| Common Stock | 12/02/2008 | P | 23,250 | A | \$ 1.3772 | 868,042 | D |
| Common Stock | 12/03/2008 | P | 26,599 | A | \$ 1.3513 | 894,641 | D |

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

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(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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Appreciation Right | \$ 11 | | | | | (3) | (3) | Common Stock | 108 |
| Stock Appreciation Right | \$ 4.96 | | | | | (4) | (4) | Common Stock | 100 |
| 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, |

Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Eisenberg Jerome B C/O ORBCOMM INC. 2115 LINWOOD AVE. SUITE 100 FORT LEE, NJ 07024 | X | | | |

Signatures

/s/ Brad Franco, by power of attorney

12/04/2008

 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 ("TV RSU") represents the right to receive one share of common stock. 49,778 TV RSUs will vest on January 1, 2009.

(2) Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. The PV RSU awards vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2008.

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.

(3) 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. 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.

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

(4) TV SAR awards will vest on December 31, 2008 and 25,000 of the TV SAR awards will vest 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.

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