

Stolte John J Jr
 Form 4
 February 17, 2009

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 *
 Stolte John J Jr

(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)
 05/22/2008

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)
 EVP-Technology & Operations

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)
			Code	V	Amount	(D)	Price
Restricted Stock Unit (Time Vested) ⁽¹⁾	05/22/2008		J ⁽¹⁾		20,222	D	\$ 0
Common Stock	05/22/2008		J ⁽¹⁾		20,222	A	\$ 0
Common Stock	05/22/2008		S		6,625	D	\$ 5.96

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 Security (Instr. 3 and 4)
Stock Appreciation Right	\$ 4.96 ⁽²⁾					⁽²⁾ ⁽²⁾	Common Stock 150
Stock Option (Right to Buy)	\$ 2.325 ⁽³⁾					03/31/2005 ⁽³⁾ 02/17/2014 ⁽³⁾	Common Stock 11,
Stock Option (Right to Buy)	\$ 2.775 ⁽⁴⁾					12/31/2005 ⁽⁴⁾ 02/17/2014 ⁽⁴⁾	Common Stock 12,
Stock Option (Right to Buy)	\$ 3.375 ⁽⁵⁾					12/31/2006 ⁽⁵⁾ 02/17/2014 ⁽⁵⁾	Common Stock 13,
Stock Option (Right to Buy)	\$ 4.26 ⁽⁶⁾					12/31/2006 ⁽⁶⁾ 02/17/2014 ⁽⁶⁾	Common Stock 13,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stolte John J Jr C/O ORBCOMM INC. 2115 LINWOOD AVENUE, SUITE 100 FORT LEE, NJ 07024			EVP-Technology & Operations	

Signatures

/s/ Brad Franco, by power of
attorney

02/17/2009

__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. 20,222 TV RSUs became fully vested on May 21, 2008 and 20,223 TV RSUs will vest on May 21, 2009.

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. 30,000 of the
- (2) TV SAR awards became fully vested on December 31, 2008 and 60,000 of the TV SAR awards will vest on each of December 31, 2009 and December 31, 2010. The TV SAR awards expire on March 31, 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.
- (3) 11,667 options for common stock ("Options") were issued on February 17, 2004 and became fully vested on March 31, 2005. The Options expire on February 17, 2014.
- (4) 12,667 Options were issued on February 17, 2004 and became fully vested on December 31, 2005. The Options expire on February 17, 2014.
- (5) 13,334 Options were issued on February 17, 2004 and became fully vested on December 31, 2006. The Options expire on February 17, 2014.
- (6) 13,334 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.