

KRITZMACHER JOHN A
 Form 4
 June 05, 2012

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 *
 KRITZMACHER JOHN A

(Last) (First) (Middle)
 781 3RD AVENUE
 (Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 InterDigital, Inc. [IDCC]

3. Date of Earliest Transaction (Month/Day/Year)
 06/02/2012

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/02/2012		D ⁽¹⁾		0.141	D	\$ 23.82
Common Stock	06/02/2012		F ⁽²⁾		1,520	D	\$ 23.82
Common Stock	06/04/2012		D ⁽³⁾		0.3974	D	\$ 23.58
Common Stock	06/04/2012		F ⁽⁴⁾		702	D	\$ 23.58

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

Persons who respond to the collection of information contained in this form are not

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)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRITZMACHER JOHN A 781 3RD AVENUE KING OF PRUSSIA, PA 19406		X		

Signatures

/s/ Claire H. Hanna, Attorney-in-Fact for John A. Kritzmacher
 **Signature of Reporting Person
 Date: 06/05/2012

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 transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units. The restricted stock units were granted to the reporting person on June 2, 2011 pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's compensation program for non-management directors and vested, in full, on June 2, 2012 together with accrued dividend equivalents.
- (2) The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The restricted stock units were part of an award granted to the reporting person on June 2, 2011 pursuant to the company's 2009 Stock Incentive Plan that vested, in full, on June 2, 2012.
- (3) The transaction reported reflects the cash settlement of a fractional share in connection with the vesting of restricted stock units. The restricted stock units were granted to the reporting person on June 17, 2009 pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's compensation program for non-management directors and vested, in full, on June 4, 2012 together with accrued dividend equivalents.

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- The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The
- (4) restricted stock units were part of an award granted to the reporting person on June 17, 2009 pursuant to the company's 2009 Stock Incentive Plan that vested, in full, on June 4, 2012.

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.