

Webster William H
 Form 4
 June 16, 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 *
 Webster William H

(Last) (First) (Middle)

C/O NEXTWAVE WIRELESS
 INC., 10350 SCIENCE CENTER
 DRIVE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NextWave Wireless Inc. [WAVE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/11/2009

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) | Code V Amount (D) Price | | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Security |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|--|----------------------|-----------------|---|------------------|------------------|---------------------------|-----------------|--------------|-------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Common Stock Options (Right to Buy) | \$ 0.38 | 06/11/2009 | A | | 193,833 | | 06/11/2009 ⁽²⁾ | 06/10/2019 | Common Stock | 193,833 |
| Common Stock Options (Right to Buy) ⁽¹⁾ | \$ 6 | | | | | | 04/13/2006 ⁽³⁾ | 04/12/2015 | Common Stock | 50,000 |
| Common Stock Options (Right to Buy) ⁽¹⁾ | \$ 6 | | | | | | 04/27/2006 ⁽⁴⁾ | 04/26/2016 | Common Stock | 8,333 |
| Common Stock Options (Right to Buy) | \$ 0.31 | | | | | | 01/12/2009 ⁽⁵⁾ | 01/11/2019 | Common Stock | 384,000 |
| Stock Options (Right to Buy) | \$ 11.8 | | | | | | 02/26/2009 ⁽⁶⁾ | 02/25/2017 | Common Stock | 60,000 |
| Stock Options (Right to Buy) | \$ 4.79 | | | | | | 03/27/2010 ⁽⁷⁾ | 03/27/2018 | Common Stock | 75,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Webster William H C/O NEXTWAVE WIRELESS INC. 10350 SCIENCE CENTER DRIVE SAN DIEGO, CA 92121 | X | | | |

Signatures

Roseann Rustici

06/16/2009

**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).

On November 13, 2006, NextWave Wireless Inc. became the successor to NextWave Wireless LLC pursuant to a merger. The merger

- (1) resulted in NextWave Wireless Inc. becoming the parent holding company of NextWave Wireless LLC, but did not alter the proportionate interests of security holders.
- (2) 85% Of these options will be vested on the date of the grant. The balance will vest in monthly installments over the next 10 monts.
- (3) The option vests in twenty-four equal monthly installments beginning May 13, 2005 but was fully exercisable on the date of grant as to all 50,000 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.
- (4) The option vests in twenty-four equal monthly installments beginning May 27, 2006 but was fully exercisable on the date of grant as to all 8,333 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.
- (5) 200,000 of the options vest on date of grant and the balance in twelve monthly installments beginning 1/12/2009
- (6) The option vests in twenty-four equal monthly installments beginning 2/26/07.
- (7) The option vests in twenty-four equal monthly installments beginning 3/28/08.

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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