SHINDLER STEVEN M

Form 4 May 02, 2007

FORM 4

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

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 * SHINDLER STEVEN M

2. Issuer Name and Ticker or Trading Symbol

NII HOLDINGS INC [NIHD]

(Last) (First) (Middle)

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

10700 PARKRIDGE BLVD., SUITE 04/30/2007 600

(Street) Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

X Director 10% Owner Other (specify _X__ Officer (give title below)

CEO and Chairman of the Board

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

RESTON, VA 20191

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit DID Dispos (Instr. 3,	sed of	` ′	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/30/2007		S	300	D D	\$ 77.6	187,120	D	
Common Stock	04/30/2007		S	100	D	\$ 77.62	187,020	D	
Common Stock	04/30/2007		S	10,000	D	\$ 77.6279	177,020	D	
Common Stock	04/30/2007		S	100	D	\$ 77.63	176,920	D	
Common Stock	04/30/2007		S	100	D	\$ 77.64	176,820	D	

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Common Stock	04/30/2007	S	100	D	\$ 77.65	176,720	D
Common Stock	04/30/2007	S	200	D	\$ 77.69	176,520	D
Common Stock	04/30/2007	S	300	D	\$ 77.7	176,220	D
Common Stock	04/30/2007	S	700	D	\$ 77.71	175,520	D
Common Stock	04/30/2007	S	200	D	\$ 77.73	175,320	D
Common Stock	04/30/2007	S	200	D	\$ 77.74	175,120	D
Common Stock	04/30/2007	S	100	D	\$ 77.76	175,020	D
Common Stock	04/30/2007	S	100	D	\$ 77.77	174,920	D
Common Stock	04/30/2007	S	300	D	\$ 77.8	174,620	D
Common Stock	04/30/2007	S	600	D	\$ 77.81	174,020	D
Common Stock	04/30/2007	S	200	D	\$ 77.82	173,820	D
Common Stock	04/30/2007	S	500	D	\$ 77.9	173,320	D
Common Stock	04/30/2007	S	100	D	\$ 77.91	173,220	D
Common Stock	04/30/2007	S	340	D	\$ 77.92	172,880	D
Common Stock	04/30/2007	S	100	D	\$ 77.93	172,780	D
Common Stock	04/30/2007	S	300	D	\$ 77.94	172,480	D
Common Stock	04/30/2007	S	700	D	\$ 77.95	171,780	D
Common Stock	04/30/2007	S	100	D	\$ 77.96	171,680	D
Common Stock	04/30/2007	S	400	D	\$ 77.97	171,280	D
Common Stock	04/30/2007	S	500	D	\$ 77.98	170,780	D
	04/30/2007	S	500	D	\$ 77.99	170,280	D

Common Stock

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 required to respond unless the form displays a currently valid OMB control number.

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. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Titl Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise	, ,	any	Code	of	(Month/Day/		Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	1		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				Code V	(A) (D)				of Shares		
				Code v					Shares		

Reporting Owners

Reporting Owner Name / Address	Keiationsnips						
	Director	10% Owner	Officer	Other			
SHINDLER STEVEN M 10700 PARKRIDGE BLVD. SUITE 600 RESTON, VA 20191	X		CEO and Chairman of the Board				

Signatures

Gary D. Begeman Attorney-in-Fact 05/02/2007

**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).

Remarks:

The amount of securities beneficially owned following reported transactions entered on column 5 of Table I, include: 35,000 shares of restricted stock that vest April 26, 2009, and

Reporting Owners 3

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35,000 shares of restricted stock that vest April 26, 2010.

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.