

NII HOLDINGS INC
Form 4
July 31, 2007

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 *
GOLDMAN NEAL P

(Last) (First) (Middle)

10700 PARKRIDGE BLVD., SUITE 600

(Street)

RESTON, VA 20191

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NII HOLDINGS INC [NIHD]

3. Date of Earliest Transaction
(Month/Day/Year)
07/30/2007

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	07/30/2007		M	7,500 A \$ 52.28	12,500	D	
Common Stock	07/30/2007		S	100 D \$ 83.64	12,400	D	
Common Stock	07/30/2007		S	100 D \$ 83.63	12,300	D	
Common Stock	07/30/2007		S	300 D \$ 83.62	12,000	D	
Common Stock	07/30/2007		S	300 D \$ 83.61	11,700	D	

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Common Stock	07/30/2007	S	50	D	\$ 83.6	11,650	D
Common Stock	07/30/2007	S	100	D	\$ 83.58	11,550	D
Common Stock	07/30/2007	S	4,050	D	\$ 83.5	7,500	D
Common Stock	07/30/2007	S	500	D	\$ 82.78	7,000	D
Common Stock	07/30/2007	S	400	D	\$ 82.77	6,600	D
Common Stock	07/30/2007	S	1,600	D	\$ 82.75	5,000	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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 52.28	07/30/2007		M	5,000	06/28/2007 ⁽¹⁾ 06/28/2016	Common Stock	5,000	
Stock Option (right to purchase)	\$ 52.28	07/30/2007		M	2,500	06/28/2007 ⁽²⁾ 06/28/2016	Common Stock	2,500	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

GOLDMAN NEAL P
10700 PARKRIDGE BLVD.
SUITE 600
RESTON, VA 20191

X

Signatures

Gary D. Begeman
Attorney-in-Fact

07/31/2007

__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).
- (1) The option vests in three installments: 33-1/3% on June 28, 2007; 33-1/3% on June 28, 2008; and 33-1/3% on June 28, 2009.
- (2) The option vests in four installments: 25% on June 28, 2007; 25% on June 28, 2008; 25% on June 28, 2009; and 25% on June 28, 2010.

Remarks:

The amount of securities beneficially owned following reported transactions on column 5 of Table I, include 5,000 shares of r

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