

NII HOLDINGS INC  
Form 4  
June 13, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
GEMERT LO VAN

(Last) (First) (Middle)

1875 EXPLORER STREET, SUITE 1000

(Street)

RESTON, VA 20190

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/12/2008

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)

President and COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/12/2008		S		100 D \$ 49.195	88,832 <sup>(1)</sup>	D
Common Stock	06/12/2008		S		1,300 D \$ 49.2	87,532	D
Common Stock	06/12/2008		S		1,000 D \$ 49.21	86,532	D
Common Stock	06/12/2008		S		550 D \$ 49.22	85,982	D
Common Stock	06/12/2008		S		3,300 D \$ 49.23	82,682	D

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Common Stock	06/12/2008	S	1,700	D	\$ 49.24	80,982	D
Common Stock	06/12/2008	S	1,400	D	\$ 49.25	79,582	D
Common Stock	06/12/2008	S	300	D	\$ 49.26	79,282	D
Common Stock	06/12/2008	S	2,000	D	\$ 49.27	77,282	D
Common Stock	06/12/2008	S	3,600	D	\$ 49.28	73,682	D
Common Stock	06/12/2008	S	78	D	\$ 49.285	73,604	D
Common Stock	06/12/2008	S	3,522	D	\$ 49.29	70,082	D
Common Stock	06/12/2008	S	2,750	D	\$ 49.3	67,332	D
Common Stock	06/12/2008	S	78	D	\$ 49.305	67,254	D
Common Stock	06/12/2008	S	2,000	D	\$ 49.31	65,254	D
Common Stock	06/12/2008	S	1,222	D	\$ 49.32	64,032	D
Common Stock	06/12/2008	S	1,238	D	\$ 49.33	62,794	D
Common Stock	06/12/2008	S	100	D	\$ 49.335	62,694	D
Common Stock	06/12/2008	S	600	D	\$ 49.34	62,094	D
Common Stock	06/12/2008	S	100	D	\$ 49.3425	61,994	D
Common Stock	06/12/2008	S	462	D	\$ 49.35	61,532	D
Common Stock	06/12/2008	S	100	D	\$ 49.36	61,432	D
Common Stock	06/12/2008	S	2,300	D	\$ 49.37	59,132	D
Common Stock	06/12/2008	S	1,000	D	\$ 49.38	58,132	D
Common Stock	06/12/2008	S	400	D	\$ 49.39	57,732	D
	06/12/2008	S	200	D	\$ 49.4	57,532	D

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Common Stock								
Common Stock	06/12/2008		S	30	D	\$ 49.42	57,502	D
Common Stock	06/12/2008		S	200	D	\$ 49.43	57,302	D
Common Stock	06/12/2008		S	50	D	\$ 49.435	57,252	D
Common Stock	06/12/2008		S	900	D	\$ 49.44	56,352	D

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

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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 Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GEMERT LO VAN 1875 EXPLORER STREET SUITE 1000 RESTON, VA 20190			President and COO	

## Signatures

Gary D. Begeman  
Attorney-in-Fact

06/13/2008

\_\_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 amounts of securities beneficially owned following reported transactions on this column 5 of Table I include 25,000 shares of restricted stock that vest 4/26/2009 and 25,000 shares of restricted stock that vest 4/26/2010.

### Remarks:

Transactions are reported on 3 separate Form 4. This Report is 2 of 3.

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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