

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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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 \$ 49.445	56,252 ⁽¹⁾	D
Common Stock	06/12/2008		S		500 D \$ 49.45	55,752	D
Common Stock	06/12/2008		S		600 D \$ 49.46	55,152	D
Common Stock	06/12/2008		S		1,230 D \$ 49.47	53,922	D
Common Stock	06/12/2008		S		100 D \$ 49.4725	53,822	D

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Common Stock	06/12/2008	S	100	D	\$ 49.475	53,722	D
Common Stock	06/12/2008	S	400	D	\$ 49.48	53,322	D
Common Stock	06/12/2008	S	150	D	\$ 49.485	53,172	D
Common Stock	06/12/2008	S	200	D	\$ 49.49	52,972	D
Common Stock	06/12/2008	S	100	D	\$ 49.495	52,872	D
Common Stock	06/12/2008	S	1,422	D	\$ 49.5	51,450	D
Common Stock	06/12/2008	S	600	D	\$ 49.51	50,850	D
Common Stock	06/12/2008	S	200	D	\$ 49.53	50,650	D
Common Stock	06/12/2008	S	400	D	\$ 49.55	50,250	D
Common Stock	06/12/2008	S	200	D	\$ 49.56	50,050	D
Common Stock	06/12/2008	S	50	D	\$ 48.3744	50,000	D

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.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 3 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. 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.