

NEEL CATHERINE
Form 4
December 18, 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 *
NEEL CATHERINE

(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)
12/16/2009

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)
VP & Controller

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	12/16/2009		A		35,000 (1) \$ 18.97	47,500	D
Common Stock	12/16/2009		S		540 \$ 32.86	46,960	D
Common Stock	12/16/2009		S		600 \$ 32.861	46,360	D
Common Stock	12/16/2009		S		2,600 \$ 32.87	43,760	D
Common Stock	12/16/2009		S		900 \$ 32.871	42,860	D

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Common Stock	12/16/2009	S	1,300	D	\$ 32.875	41,560	D
Common Stock	12/16/2009	S	600	D	\$ 32.8775	40,960	D
Common Stock	12/16/2009	S	9,046	D	\$ 32.88	31,914	D
Common Stock	12/16/2009	S	300	D	\$ 32.881	31,614	D
Common Stock	12/16/2009	S	500	D	\$ 32.885	31,114	D
Common Stock	12/16/2009	S	200	D	\$ 32.8875	30,914	D
Common Stock	12/16/2009	S	5,785	D	\$ 32.89	25,129	D
Common Stock	12/16/2009	S	100	D	\$ 32.891	25,029	D
Common Stock	12/16/2009	S	500	D	\$ 32.895	24,529	D
Common Stock	12/16/2009	S	9,197	D	\$ 32.9	15,332	D
Common Stock	12/16/2009	S	200	D	\$ 32.905	15,132	D
Common Stock	12/16/2009	S	200	D	\$ 32.91	14,932	D
Common Stock	12/16/2009	S	500	D	\$ 32.92	14,432	D
Common Stock	12/16/2009	S	1,100	D	\$ 32.93	13,332	D
Common Stock	12/16/2009	S	232	D	\$ 32.94	13,100	D
Common Stock	12/16/2009	S	600	D	\$ 32.96	12,500	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)

