DOLAN RAYMOND P Form 4

April 26, 2010

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 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

1(b).

(Print or Type Responses)

(Last)

(City)

Common

1. Name and Address of Reporting Person * DOLAN RAYMOND P

(First)

NII HOLDINGS INC [NIHD]

(Middle)

C/O NII HOLDINGS, INC, 1875

(Zip)

EXPLORER STREET, SUITE 1000

(Street)

(State)

RESTON, VA 20190

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 04/23/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

(D) or (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership

(Instr. 4)

(9-02)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Stock (1)

04/23/2010

Α 3.122

4. Securities

\$0 A

 $11,845 \stackrel{(2)}{=}$

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative Securities			Securities (Instr. 3 and 4)	(Instr. 5)	Bene	
	Derivative								3 and 4)		Own
	Security				Acquired	Acquired (A) or					Follo
					(A) or						Repo
					Disposed						Trans
		of (D)							(Instr		
					(Instr. 3,						
					4, and 5)						
									Amount		
								or			
						Date Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

DOLAN RAYMOND P C/O NII HOLDINGS, INC 1875 EXPLORER STREET, SUITE 1000 RESTON, VA 20190



Signatures

Gary D. Begeman Attorney-in-Fact

04/26/2010

**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).
- The restricted stock grant will vest over three years, as follows: 33-1/3% on April 23, 2011; 33-1/3% on April 23, 2012; and 33-1/3% on April 23, 2013.

The amount of securities beneficially owned following reported transactions on this column 5 of Table I includes 2,908 shares of restricted stock that vest on April 22, 2011; 2,907 shares of restricted stock that vest on April 22, 2012; 1,041 shares of restricted stock that vest on April 23, 2011; 1,041 shares of restricted stock that vest on April 23, 2012; and 1,040 shares of restricted stock that vest on April 23, 2013.

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.

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