

FOYO PETER A  
Form 4  
July 25, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
FOYO PETER A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1875 EXPLORER STREET, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)  
07/21/2011

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

President, Nextel Mexico

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

RESTON, VA 20190

(City) (State) (Zip)

**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	07/21/2011		S <sup>(1)</sup>		100	D	\$ 41.94
					88,174	(2)	D
Common Stock	07/21/2011		S		300	D	\$ 41.95
					87,874		D
Common Stock	07/21/2011		S		600	D	\$ 41.97
					87,274		D
Common Stock	07/21/2011		S		300	D	\$ 41.985
					86,974		D
Common Stock	07/21/2011		S		200	D	\$ 42
					86,774		D

Edgar Filing: FOYO PETER A - Form 4

Common Stock	07/21/2011	S	200	D	\$ 42.02	86,574	D
Common Stock	07/21/2011	S	400	D	\$ 42.03	86,174	D
Common Stock	07/21/2011	S	300	D	\$ 42.05	85,874	D
Common Stock	07/21/2011	S	100	D	\$ 42.08	85,774	D
Common Stock	07/21/2011	S	100	D	\$ 42.09	85,674	D
Common Stock	07/21/2011	S	200	D	\$ 42.1	85,474	D
Common Stock	07/21/2011	S	100	D	\$ 42.11	85,374	D
Common Stock	07/21/2011	S	100	D	\$ 42.12	85,274	D
Common Stock	07/21/2011	S	100	D	\$ 42.13	85,174	D
Common Stock	07/21/2011	S	100	D	\$ 42.15	85,074	D
Common Stock	07/21/2011	S	200	D	\$ 42.19	84,874	D
Common Stock	07/21/2011	S	300	D	\$ 42.225	84,574	D
Common Stock	07/21/2011	S	100	D	\$ 42.2275	84,474	D
Common Stock	07/21/2011	S	100	D	\$ 42.23	84,374	D
Common Stock	07/21/2011	S	100	D	\$ 42.24	84,274	D
Common Stock	07/21/2011	S	600	D	\$ 42.25	83,674	D
Common Stock	07/21/2011	S	100	D	\$ 42.2575	83,574	D
Common Stock	07/21/2011	S	800	D	\$ 42.26	82,774	D
Common Stock	07/21/2011	S	500	D	\$ 42.27	82,274	D
Common Stock	07/21/2011	S	100	D	\$ 42.275	82,174	D
	07/21/2011	S	200	D	\$ 42.28	81,974	D

Common  
Stock

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.** SEC 1474 (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FOYO PETER A 1875 EXPLORER STREET SUITE 1000 RESTON, VA 20190	President, Nextel Mexico

## Signatures

Shana Smith  
Attorney-in-Fact  
07/25/2011

\*\*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 trades reported in this Form 4 were made pursuant to a Rule 10b-5-1 trading plan adopted by the reporting person on December 17, 2010.
- (2) The amount of securities beneficially owned following reported transactions on this column 5 of Table I includes 3,333 shares of restricted stock that vest on April 22, 2012; 2,967 shares of restricted stock that vest on April 23, 2012; 2,966 shares of restricted stock

## Edgar Filing: FOYO PETER A - Form 4

that vest on April 23, 2013; 6,552 shares of restricted stock that vest on April 20, 2012; 6,552 shares of restricted stock that vest on April 20, 2013; and 6,552 shares of restricted stock that vest on April 20, 2014.

### **Remarks:**

Trades made on 7/21/2011 are reported on 3 separate Form 4 filings. This is 1 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.