

FOYO PETER A
Form 4
January 25, 2012

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 *
FOYO PETER A

(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)
01/23/2012

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, Nextel Mexico

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	01/23/2012		P ⁽¹⁾		100	A	\$ 19.5125
Common Stock	01/23/2012		P		500	A	\$ 19.52
Common Stock	01/23/2012		P		100	A	\$ 19.53
Common Stock	01/23/2012		P		400	A	\$ 19.54
Common Stock	01/23/2012		P		200	A	\$ 19.545

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Common Stock	01/23/2012	P	200	A	\$ 19.55	87,775	D
Common Stock	01/23/2012	P	300	A	\$ 19.96	88,075	D
Common Stock	01/23/2012	P	200	A	\$ 19.97	88,275	D
Common Stock	01/23/2012	P	100	A	\$ 20	88,375	D
Common Stock	01/24/2012	P	758	A	\$ 18.96	89,133	D
Common Stock	01/24/2012	P	200	A	\$ 18.965	89,333	D
Common Stock	01/24/2012	P	900	A	\$ 18.97	90,233	D
Common Stock	01/24/2012	P	100	A	\$ 18.9725	90,333	D
Common Stock	01/24/2012	P	3,451	A	\$ 18.98	93,784	D
Common Stock	01/24/2012	P	2,300	A	\$ 18.985	96,084	D
Common Stock	01/24/2012	P	4,791	A	\$ 18.99	100,875	D
Common Stock	01/24/2012	P	1,900	A	\$ 18.995	102,775	D
Common Stock	01/24/2012	P	400	A	\$ 19	103,175	D
Common Stock	01/24/2012	P	200	A	\$ 19.005	103,375	D
Common Stock	01/24/2012	P	600	A	\$ 19.01	103,975	D
Common Stock	01/24/2012	P	1,000	A	\$ 19.015	104,975	D
Common Stock	01/24/2012	P	1,200	A	\$ 19.02	106,175	D
Common Stock	01/24/2012	P	800	A	\$ 19.025	106,975	D
Common Stock	01/24/2012	P	200	A	\$ 19.03	107,175	D

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

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(9-02)

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
						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
FOYO PETER A 1875 EXPLORER STREET SUITE 1000 RESTON, VA 20190			President, Nextel Mexico	

Signatures

Shana Smith
Attorney-in-Fact
01/25/2012

**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 November 22, 2011.
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 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:

The trades made by the reporting person are reported on 2 separate Form 4 filings. This is 2 of 2.

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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