

Freiman Daniel E
 Form 4
 April 26, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Freiman Daniel E

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)
 04/24/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP and Treasurer

(Street)
 RESTON, VA 20190

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

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock ⁽¹⁾	04/24/2012		A	7,980 A \$ 0	19,553 ⁽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 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)	Amount or Number of Shares
Common Stock (right to purchase) ⁽³⁾	\$ 18.85	04/24/2012		A	14,479	04/24/2013 ⁽³⁾ 04/24/2022	Common Stock	14,479

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freiman Daniel E 1875 EXPLORER STREET SUITE 1000 RESTON, VA 20190			VP and Treasurer	

Signatures

Shana Smith
Attorney-in-Fact
04/26/2012
Date

**Signature of Reporting Person

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 restricted stock grant will vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015.
- (2) The amount of securities beneficially owned following reported transactions on this column 5 of Table I include 533 shares of restricted stock that vest on April 23, 2013; 1,530 shares of restricted stock that vest on April 20, 2013; 1,530 shares of restricted stock that vest on April 20, 2014; 2,660 shares of restricted stock that vest on April 24, 2013; 2,660 shares of restricted stock that vest on April 24, 2014; and 2,660 shares of restricted stock that vest on April 24, 2015.
- (3) The stock option grant will vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015.

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.