

McQuilkin Scott A
Form 4
January 23, 2013

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 *
McQuilkin Scott A

(Last) (First) (Middle)
200 BELLEVUE
PARKWAY, SUITE 300
(Street)

WILMINGTON, DE 19809

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InterDigital, Inc. [IDCC]

3. Date of Earliest Transaction (Month/Day/Year)
01/18/2013

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)
Sr. EVP, Innovation

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/18/2013 | | A ⁽¹⁾ | | 4,243 | A | \$ 0 |
| Common Stock | 01/18/2013 | | A ⁽²⁾ | | 12,000 | A | \$ 0 |
| Common Stock | 01/18/2013 | | F ⁽³⁾ | | 1,362 | D | \$ 44.19 |
| Common Stock | | | | | | | 1,283 ⁽⁴⁾ |

By 401(k) Plan

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

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 44.19 | 01/18/2013 | | A | 11,042 | <u>(5)</u> 01/18/2020 | Common Stock | 11,042 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McQuilkin Scott A 200 BELLEVUE PARKWAY SUITE 300 WILMINGTON, DE 19809 | | | Sr. EVP, Innovation | |

Signatures

/s/ Jannie K. Lau, Attorney-in-Fact for Scott A.
McQuilkin

01/23/2013

**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) Restricted stock units granted pursuant to the company's 2009 Stock Incentive Plan in accordance with the company's Long-Term Compensation Program.

(2) Restricted stock units granted pursuant to the company's 2009 Stock Incentive Plan.

The transaction reported reflects the withholding of restricted stock units in satisfaction of the reporting person's tax liability. The

(3) restricted stock units were part of an award granted to the reporting person on January 18, 2013 pursuant to the company's 2009 Stock Incentive Plan that vested, in part, immediately on January 18, 2013.

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- (4) As of the most recently published account statement, the reporting person beneficially owned this number of whole shares of common stock pursuant to the InterDigital Savings and Protection Plan.
- (5) The option vests as follows: 3,680 on 1/18/14; 3,681 on 1/18/15; and 3,681 on 1/18/16.

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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