

NextWave Wireless Inc.  
Form 4  
November 14, 2006

**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 \*  
Finn Kevin M

(Last) (First) (Middle)

C/O NEXTWAVE WIRELESS  
INC., 12670 HIGH BLUFF DRIVE

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NextWave Wireless Inc. [(NONE)]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/13/2006

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)  
EVP - Chief Compliance Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 545,431   | I  | By Trust                          |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 345,811   | I  | By KFMM Co.                       |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 31,169  | I  | By Saint Anthony & Francis LLC    |
| Common Stock <u>(1)</u>         |                                      |  |                                |   | 22,600  | I  | By Regina Marin Family            |

|                         |  |       |   |                                     |
|-------------------------|--|-------|---|-------------------------------------|
| Common Stock <u>(1)</u> |  | 6,614 | I | Trust<br>By Children                |
| Common Stock <u>(1)</u> |  | 5,880 | I | By Meghan Anne Finn Trust           |
| Common Stock <u>(1)</u> |  | 5,771 | I | By Spouse as UGMA Custodian for son |

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

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Common Stock Options (right to buy) <u>(1)</u> | \$ 6   |                                      |  |                                |   | 04/13/2005 <sup>(2)</sup>                                | 04/12/2015  | Common Stock | 250,000                    |
| Common Stock Options (right to buy) <u>(1)</u> | \$ 6   |                                      |  |                                |   | 04/27/2006   | 04/26/2016  | Common Stock | 5,775                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer

Other

Finn Kevin M

C/O NEXTWAVE WIRELESS INC.

12670 HIGH BLUFF DRIVE

SAN DIEGO, CA 92130

X

EVP - Chief Compliance Officer

## Signatures

/s/ Roseann Rustici,  
Attorney-in-Fact

11/13/2006

\_\_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).

- On November 13, 2006, NextWave Wireless Inc. became the successor to NextWave Wireless LLC pursuant to a merger. The merger
- (1) resulted in NextWave Wireless Inc. becoming the parent holding company of NextWave Wireless LLC, but did not alter the proportionate interests of security holders.
  - (2) The option vests in forty-eight equal monthly installments beginning May 13, 2005 but was fully exercisable on the date of grant as to all 250,000 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.

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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