

ORBCOMM Inc.
Form 4
November 13, 2006

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 *
Eisenberg Jerome B

(Last) (First) (Middle)

C/O ORBCOMM INC., 2115
LINWOOD AVE. SUITE 100

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2006

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)
Chairman, CEO and President

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	(D)	Price
Restricted Stock Unit (Time Vested) ⁽¹⁾					149,334	D	
Restricted Stock Unit (Performance Vested) ⁽²⁾					149,334	D	
Common Stock	11/08/2006		C		20,000	A	20,000

by
Cynthia Eisenberg

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Common Stock	11/08/2006	C	133,333	A	(3)	836,165	D
Common Stock	11/08/2006	C	88,950	A	(3)	925,115	D
Common Stock	11/08/2006	C	15,550	A	(4)	940,665	D

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Common Stock Warrant	\$ 2.325					02/17/2004 11/15/2007	Common Stock 10
Common Stock Warrant	\$ 2.325					02/17/2004 03/10/2008	Common Stock 11
Common Stock Warrant	\$ 2.325					02/17/2004 05/17/2008	Common Stock 5
Common Stock Warrant	\$ 2.325					02/17/2004 10/03/2008	Common Stock 15
Common Stock Warrant	\$ 2.325					02/17/2004 11/17/2008	Common Stock 2
Series A Convertible Redeemable Preferred Stock	(3)	11/08/2006		C	200,000	10/08/2005 (3)	Common Stock 13
	(3)	11/08/2006		C	30,000	10/30/2004 (3)	20

Series A Convertible Redeemable Preferred Stock								Common Stock	
Series A Convertible Redeemable Preferred Stock	(3)	11/08/2006	C	133,425	02/17/2004	(3)		Common Stock	88
Series B Convertible Redeemable Preferred Stock	(4)	11/08/2006	C	23,325	10/16/2006	(4)		Common Stock	15
Stock Appreciation Right	(5)				(5)	(5)		Common Stock	15
Stock Option (Right to Buy)	\$ 2.325				(6)	(6)		Common Stock	16
Stock Option (Right to Buy)	\$ 2.775				(7)	(7)		Common Stock	33
Stock Option (Right to Buy)	\$ 3.375				(8)	(8)		Common Stock	33
Stock Option (Right to Buy)	\$ 4.26				(9)	(9)		Common Stock	33
Stock Option (Right to Buy)	\$ 2.325				(10)	(10)		Common Stock	33

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Eisenberg Jerome B C/O ORBCOMM INC. 2115 LINWOOD AVE. SUITE 100 FORT LEE, NJ 07024	X		Chairman, CEO and President	

Signatures

/s/ Brad Franco, by power of
attorney

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).
- (1) Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock. One-third of the TV RSU awards will vest on each of January 1, 2007, January 1, 2008 and January 1, 2009.

Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. One-third of the PV RSU awards will vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008.
- (2) The Series A Convertible Redeemable Preferred Stock was automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and had no expiration date.
- (3) The Series B Convertible Redeemable Preferred Stock was automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and had no expiration date.

Each Performance Vested Stock Appreciation Right ("PV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR.
- (5) One-third of the PV SAR awards will vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008. The PV SARs expire in October, 2016 and have an exercise price equal to the initial public offering price.
- (6) 166,667 Options were issued on February 17, 2004. 68.75% were vested as of such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (7) 33,334 Options were issued on February 17, 2004. 68.75% were vested as of such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (8) 33,334 Options were issued on February 17, 2004. 50% were vested as of such date. The remaining 50% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (9) 33,334 Options were issued on February 17, 2004. 25% were vested as of such date. The remaining 75% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- (10) 33,334 Options were issued on February 17, 2004 and vest at a rate of 6.25% per quarter beginning March 31, 2004. The Options expire on February 17, 2014.

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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