

ORBCOMM Inc.
Form 4
May 31, 2007

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 *
Stolte John J Jr

(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)
05/29/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP-Technology & Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 (D) Price			
Common Stock	05/29/2007		S	4,094 D \$ 11.5	17,425	D	
Restricted Stock Unit (Time Vested) ⁽¹⁾					40,445	D	
Restricted Stock Unit (Performance Vested) ⁽²⁾					15,167	D	

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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)

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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy)	(3)					(3)	(3)	Common Stock	11,667
Stock Option (Right to Buy)	(4)					(4)	(4)	Common Stock	12,667
Stock Option (Right to Buy)	(5)					(5)	(5)	Common Stock	13,334
Stock Option (Right to Buy)	(6)					(6)	(6)	Common Stock	13,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stolte John J Jr C/O ORBCOMM INC. 2115 LINWOOD AVE. SUITE 100 FORT LEE, NJ 07024			EVP-Technology & Operations	

Signatures

/s/ Bradley C. Franco, by power of
attorney

05/31/2007

__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. 20,222 TV RSUs vested on May 21, 2007 and are reflected in the amount of common stock listed in Table I and an additional 20,222 TV RSUs will vest on each of May 21, 2008 and May 21, 2009.

(2) Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. 15,167 PV RSUs vested on May 21, 2007 and are reflected in the amount of common stock in Table I. The remaining 15,167 PV RSUs will vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2007.

(3) 11,667 options for common stock ("Options") were issued on February 17, 2004. 8,201 Options were vested as of such date. The remaining 3,646 Options vest at a rate of 730 Options per quarter beginning March 31, 2004. The Options expire on February 17, 2014.

(4) 12,667 Options were issued on February 17, 2004. 6,334 Options were vested as of such date. The remaining 6,334 Options vest at a rate of 792 Options per quarter beginning March 31, 2004. The Options expire on February 17, 2014.

(5) 13,334 Options were issued on February 17, 2004. 3,334 Options were vested as of such date. The remaining 10,000 Options vest at a rate of 8.33% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.

(6) 13,334 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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