

Manchester Douglas F  
Form 4  
June 16, 2009

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Manchester Douglas F

(Last) (First) (Middle)

C/O NEXTWAVE WIRELESS  
INC., 10350 SCIENCE CENTR  
DRIVE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NextWave Wireless Inc. [WAVE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/11/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>Underlying Security |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|--------------------------------------------|

# Edgar Filing: Manchester Douglas F - Form 4

| Security<br>(Instr. 3)                                         | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) |     | (Instr. 3 and 4)          |                    |                 |                           |
|----------------------------------------------------------------|---------------------------------------------------|-------------------------|--------------------|-----------------------------------------------------------------------------|------------------|-----|---------------------------|--------------------|-----------------|---------------------------|
|                                                                |                                                   |                         | Code               | V                                                                           | (A)              | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>Number<br>Share |
| Common<br>Stock<br>Options<br>(Right to<br>Buy)                | \$ 0.38                                           | 06/11/2009              | A                  |                                                                             | 188,076          |     | 06/11/2009 <sup>(2)</sup> | 06/10/2019         | Common<br>Stock | 188,076                   |
| Common<br>Stock<br>Options<br>(Right to<br>Buy) <sup>(1)</sup> | \$ 1.962                                          |                         |                    |                                                                             |                  |     | 09/15/2004 <sup>(3)</sup> | 09/14/2014         | Common<br>Stock | 12,500                    |
| Common<br>Stock<br>Options<br>(Right to<br>Buy) <sup>(1)</sup> | \$ 6                                              |                         |                    |                                                                             |                  |     | 04/13/2005 <sup>(4)</sup> | 04/12/2015         | Common<br>Stock | 50,000                    |
| Common<br>Stock<br>Options<br>(Right to<br>Buy) <sup>(1)</sup> | \$ 6                                              |                         |                    |                                                                             |                  |     | 04/27/2006 <sup>(5)</sup> | 04/26/2016         | Common<br>Stock | 8,333                     |
| Common<br>Stock<br>Options<br>(Right to<br>Buy)                | \$ 0.31                                           |                         |                    |                                                                             |                  |     | 01/12/2009 <sup>(6)</sup> | 01/11/2019         | Common<br>Stock | 375,000                   |
| Stock<br>Options<br>(Right to<br>Buy)                          | \$ 11.8                                           |                         |                    |                                                                             |                  |     | 02/26/2009 <sup>(7)</sup> | 02/25/2017         | Common<br>Stock | 52,000                    |
| Stock<br>Options<br>(Right to<br>Buy)                          | \$ 4.79                                           |                         |                    |                                                                             |                  |     | 03/27/2010 <sup>(8)</sup> | 03/27/2018         | Common<br>Stock | 65,000                    |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Manchester Douglas F  
C/O NEXTWAVE WIRELESS INC.  
10350 SCIENCE CENTR DRIVE  
SAN DIEGO, CA 92121

X

## Signatures

Roseann Rustici 06/16/2009

\*\*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) 85% Of these options will be vested on the date of the grant. The balance will vest in monthly installments over the next 10 months.

The option is owned directly by Mr. Manchester. The option vests in forty-eight equal monthly installments beginning October 15, 2004

(3) but was fully exercisable on the date of grant as to all 12,743 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.

The option is owned directly by Mr. Manchester. The option vests in twenty-four equal monthly installments beginning May 13, 2005 but

(4) was fully exercisable on the date of grant as to all 50,000 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.

The option is owned directly by Mr. Manchester. The option vests in twenty-four equal monthly installments beginning May 27, 2006 but

(5) was fully exercisable on the date of grant as to all 8,333 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.

(6) 200,000 of the options vest on date of grant and the balance in twelve monthly installments beginning 1/12/2009

(7) The option vests in twenty-four equal monthly installments beginning 2/26/07.

(8) The option vests in twenty-four equal monthly installments beginning 3/28/08.

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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