Virgin Mobile USA, Inc. Form 4 October 18, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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(b).

1. Name and Address of Reporting Person * Samuelson Robert

2. Issuer Name and Ticker or Trading Symbol Virgin Mobile USA, Inc. [VM]

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

3. Date of Earliest Transaction

X_ Director 10% Owner

(Check all applicable)

C/O VIRGIN MANAGEMENT LIMITED, 120 CAMPDEN HILL 10/16/2007

(Month/Day/Year)

Other (specify Officer (give title below)

ROAD

(State)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LONDON, X0 W87AR

(City)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Code V Amount (D) Class A $A^{(1)}$ Common 10/16/2007 5,333 5,333 (1) D <u>(1)</u> Α Stock (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. orNumber of Derivati Securitic Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y ve s i	Date Exercisable and piration Date onth/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	
Contractual Purchase Rights (right to buy) (2)	\$ 7.37	10/16/2007		C(2)	1 (2)	03/19/2007	07/03/2013	Class A Common Stock	73,390	
Option to Purchase Class A Common Stock (right to buy) (2)	\$ 7.37	10/16/2007		C(2)	1 (2)	03/19/2007	07/03/2013	Class A Common Stock	73,390	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Samuelson Robert C/O VIRGIN MANAGEMENT LIMITED 120 CAMPDEN HILL ROAD LONDON, X0 W87AR

X

Signatures

/s/ Nathan Marinoff, Attorney-in-Fact

**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) Represents a grant of 5,333 Restricted Stock Units in connection with Virgin Mobile USA, Inc.'s regular director compensation arrangements. Pursuant to arrangements between the Virgin Group and directors of Virgin Mobile USA, Inc. who are employed by the Virgin Group, Mr. Samuelson may not have a beneficial ownership interest in all or any of such Restricted Stock Units. Mr. Samuelson disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein, if any, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose. The Restricted Stock Units vest 25% on October 10, 2008, 25% on October 10, 2009, 25% on October 10, 2010 and 25% on October 10,

Reporting Owners 2

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2011.

Mr. Samuelson had contractual rights which, following the reorganization pursuant to the Reorganization and Purchase Agreement, dated as of October 10, 2007, by and among Virgin Mobile USA, Inc., Corvina Holdings Limited and other parties thereto, entitled him to an option to purchase approximately 73,390 shares of Class A Common Stock, subject to adjustment, from Corvina Holdings Limited at an exercise price of \$7.37 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.