

Salmasi Allen  
Form 4  
May 20, 2009

**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 \*  
Salmasi Allen

(Last) (First) (Middle)

C/O NEXTWAVE WIRELESS  
INC., 10350 SCIENCE CENTER  
DRIVE, SUITE 210

(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)  
05/19/2009

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)

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 |

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

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| Security (Instr. 3)                                | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                           |                 |              |                         |
|--|--|----------------------|-----------------|---|------------------|------------------|---------------------------|-----------------|--------------|-------------------------|
|  |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable          | Expiration Date | Title        | Amount Number of Shares |
| Common Stock Options (Right to Buy)                | \$ 0.33                                  | 05/19/2009           | A               |   | 528,082          |                  | 05/19/2009 <sup>(4)</sup> | 05/18/2019      | Common Stock | 528,082                 |
| Common Stock Options (Right to Buy) <sup>(1)</sup> | \$ 6                                     |                      |                 |   |                  |                  | 04/13/2005 <sup>(2)</sup> | 04/12/2015      | Common Stock | 416,666                 |
| Common Stock Options (Right to Buy) <sup>(1)</sup> | \$ 6                                     |                      |                 |   |                  |                  | 04/27/2006 <sup>(3)</sup> | 04/26/2016      | Common Stock | 111,111                 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Salmasi Allen<br>C/O NEXTWAVE WIRELESS INC.<br>10350 SCIENCE CENTER DRIVE, SUITE 210<br>SAN DIEGO, CA 92121 | X             | X         |         |       |

## Signatures

Roseann Rustici                      05/20/2009  
 \*\*Signature of                      Date  
 Reporting Person

## 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) On November 13, 2006, NextWave Wireless Inc. became the successor to NextWave Wireless LLC pursuant to a merger. The merger 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 416,666 shares. Any unvested portion of the option will be exercisable for restricted shares subject to the same vesting schedule.
  - (3) The option was granted in lieu of a cash incentive award for performance in fiscal 2005 and was vested in full on the date of the grant.

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(4) The option was fully vested on the date of grant.

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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