

Gilhuley Marie
Form 4
October 18, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Gilhuley Marie

(Last) (First) (Middle)

10 INDEPENDENCE BLVD, 2ND FLOOR

(Street)

WARREN, NJ 07059

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2007

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)

CONTROLLER

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) | Price | | |
| | | | | Code | V | Amount | |
| Class A Common Stock ⁽¹⁾ | 10/16/2007 | | A ⁽¹⁾ | 13,333 | A | 13,333 | D |
| Class A Common Stock ⁽²⁾ | 10/16/2007 | | M ⁽²⁾ | 5,121 | A | 18,454 | D |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | | |
| Class D Units of Virgin Mobile USA, LLC ⁽²⁾ | <u>(2)</u> | 10/16/2007 | | <u>M</u> ⁽²⁾ | | 12 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 5,12 |
| Options to Purchase Class D Units (right to buy) ⁽⁴⁾ | \$ 14.64 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | | 1 <u>(4)</u> | <u>(5)</u> | 12/23/2012 | Class A Common Stock | 28,5 |
| Options to Purchase Class A Common Stock (right to buy) ⁽⁴⁾ | \$ 14.64 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | | 28,595 | <u>(5)</u> | 12/23/2012 | Class A Common Stock | 28,5 |
| Options to Purchase Class D Units (right to buy) ⁽⁴⁾ | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | | 1 <u>(4)</u> | <u>(6)</u> | 01/13/2015 | Class A Common Stock | 6,40 |
| Options to Purchase Class A Common Stock (right to buy) ⁽⁴⁾ | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | | 6,402 | <u>(6)</u> | 01/13/2015 | Class A Common Stock | 6,40 |
| Options to Purchase Class D Units (right to buy) ⁽⁴⁾ | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | | 1 <u>(4)</u> | <u>(7)</u> | 07/01/2015 | Class A Common Stock | 8,53 |
| Options to Purchase Class A | \$ 17.45 | 10/16/2007 | | <u>M</u> ⁽⁴⁾ | | 8,536 | <u>(7)</u> | 07/01/2015 | Class A Common Stock | 8,53 |

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- (7) These options vested 50% as of July 1, 2007, will vest 25% on July 1, 2008 and 25% on July 1, 2009.
- (8) Ms. Gilhuley's Stock Appreciation Rights were exchanged for options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (9) These securities vested 25% as of June 1, 2007, will vest 25% on June 1, 2008, 25% on June 1, 2009 and 25% on June 1, 2010.
- (10) These options vest 25% on July 1, 2008, 25% on July 1, 2009, 25% on July 1, 2010 and 25% on July 1, 2011.

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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