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MERRITT WILLIAM J

Form 4 March 24, 2003

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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

					ne and Tio Commun		6. Relationship of Reporting Person(s)					
Merritt, Willian	n J.								to Issuer (Check	all applicable)		
(Last) (First) (Middle) 781 Third Avenue			of Reporting Person,					Statement for nth/Day/Year rch 20, 2003	Director			
									Executive Vice General Patent			
(Street)								f Amendment,	7. Individual or Joint/Group Filing			
								e of Original	(Check Applica			
King of Prussia,, PA 19406-1409								onth/Day/Year)	X Form filed by One Reporting			
									Person	Mana dhan Ona		
										More than One		
(0) (0) (7)				1-1-1-	T N T		4° C		Reporting Person posed of, or Beneficially Owned			
(City)	· · · · · ·	(Zip) 2A. Deemed	1	able					6. Owner-			
Title of Security	2. Trans- action	Execution	Trans action		r Dispose) 5. Amount of Securities	ship Form:	7. Nature of Indirect		
•	Date		Code		Instr. 3, 4))	Beneficially	Direct (D)	Beneficial		
(Instr. 3)		Date, if any	Code (Instr. 8)		Instr. 5, 4	& 3)		Owned Follow-	or Indirect (I)			
	(Month/ Day/ Year)	_			A .	()	ъ.	ing Reported	(Instr. 4)	(Instr. 4)		
	rear)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)	Price	Transactions(s) (Instr. 3 & 4)	(Ilistr. 4)	(mstr. 4)		
Common Stock	03/20/03		S		4,300	D	\$19.6	4	D			
Common Stock	03/20/03		S		700	D	\$19.6	6	D			
Common Stock	03/20/03		S		2,800	D	\$19.2	2	D			
Common Stock	03/20/03		S		3,200	D	\$19.2	3	D			
Common Stock	03/20/03		S		1,109	D	\$19.2	5	D			
Common Stock	03/20/03		S		1,100	D	\$19.2	8	D			
Common Stock	03/20/03		S		100	D	\$19.2	9	D			
Common Stock	03/20/03		S		2,700	D	\$19.3	0	D			

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Common Stock			V				289 (1)	I	By 401(k) Plan
Common Stock	03/20/03	S		3,000	D	\$19.52	28,342	D	
Common Stock	03/20/03	S		3,000	D	\$19.51		D	
Common Stock	03/20/03	S		2,700	D	\$19.48		D	
Common Stock	03/20/03	S		2,600	D	\$19.47		D	
Common Stock	03/20/03	S		500	D	\$19.46		D	
Common Stock	03/20/03	S		200	D	\$19.45		D	
Common Stock	03/20/03	S		3,000	D	\$19.42		D	
Common Stock	03/20/03	S		3,000	D	\$19.35		D	
Common Stock	03/20/03	S		100	D	\$19.33		D	
Common Stock	03/20/03	S		891	D	\$19.31		D	

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

		(3.8.)	purby cum	9, 11 a		***	, ope	10115, 601116	T CIDIC D	00011010	•)				
1. Title of	2. Conver-	3. Trans-	3A.	4.	5	5. Number		6. Date Exercisable		7. Title and		8. Price of	9. Number of	10.	11.
Derivative	sion or	action	Deemed	Trans-	- о	of		and Expiration		Amount of		Derivative	Derivative	Owner-	of I
Security	Exercise	Date	Execution	action	Γ	Derivative		Date		Underlying		Security	Securities	ship	Ben
	Price of		Date,	Code	S	Secu	rities	(Month/Day/		Securities		(Instr. 5)	Beneficially	Form	Ow
(Instr. 3)	Derivative	(Month/	if any		Δ	Acqu	iired	Year)		(Instr. 3 &	(Instr. 3 & 4)		Owned	of Deriv-	(Ins
	Security Da			(Instr.		(A) or							Following	ative	
		Year)	Day/	8)	E	Disp	osed						Reported	Security:	
			Year)		o	of (D))						Transaction(s)	Direct	
													(Instr. 4)	(D)	
					(Instr. 3, 4								,	or	
					8	& 5)								Indirect	
				Code	V (A)	(D)	Date	Expira-	Title	Amount	1		(I)	
				Couc	, (11)			tion		or			(Instr. 4)	
								Exci cisuoic	Date		Number				
									Date		of				
											Shares				
Option	\$7.3125	03/20/03		M			5,000	(2)	12/17/05	Common	5,000		10,000	D	
(Right-to-Buy)										Stock					
Option	\$5.0625	03/20/03		M			30,000	(3)	03/11/09	Common	30,000		31,000	D	
(Right-to-Buy)							•			Stock					

Explanation of Responses:

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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(1) Between July 1, 2001 and December 31, 2002, the Reporting Person acquired 289 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan. This information is based on the most recently published account statement dated December 31, 2002.

- (2) Part of a grant of 15,000 options which vested as follows: 2,500 on 12/31/95; and 12,500 on 6/30/98.
- (3) Part of a grant of 75,000 options which vested in installments of 12,500 on 6/30/99; 12/31/99; 6/30/00; 12/31/00; 6/30/01; and 12/31/01.

By: /s/ Rebecca Bridgeford Opher, Attorney-In-Fact for William J. Merritt

March 24, 2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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