

FAGAN RICHARD J  
Form 4  
March 26, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**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  
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <b>InterDigital Communications Corporation (IDCC)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<b>Fagan, Richard J.</b> (Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)			
781 Third Avenue							4. Statement for Month/Day/Year <b>March 24, 2003</b>		<b>Executive Vice President and Chief Financial Officer</b>	
(Street)			5. If Amendment, Date of Original (Month/Day/Year)				7. Individual or Joint/Group Filing (Check Applicable Line)			
King of Prussia,, PA 19406-1409							<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>							
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/24/03		S		1000	D	\$20.50		D	
Common Stock	03/24/03		S		1000	D	\$20.52		D	
Common Stock	03/24/03		S		1000	D	\$20.54		D	
Common Stock	03/24/03		S		600	D	\$20.61		D	
Common Stock	03/24/03		S		1000	D	\$20.70		D	
Common Stock	03/24/03		S		500	D	\$20.80		D	
Common Stock	03/24/03		S		500	D	\$21.09	26,017	D	
Common Stock				V				305 <sup>(1)</sup>	I	By 401(k) Plan

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

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

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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)**

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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. N of In Bene Own (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date					
<b>Option (Right-to-Buy)</b>	<b>\$5.625</b>	<b>03/24/03</b>		<b>M</b>		<b>5,600</b>	<sup>(2)</sup>		<b>11/15/08</b>	<b>Common Stock</b>		<b>40,000</b>	<b>D</b>	

Explanation of Responses:

(1) Between July 1, 2001 and December 31, 2002, the Reporting Person acquired 305 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 50,000 options which vested as follows: 8,333 on 12/31/98; 8,333 on 6/30/99; 8,333 on 12/31/99; 8,333.00 on 6/30/00; 8,334 on 12/31/00; and 8,334 on 6/30/01.

By: /s/ **Rebecca Bridgeford Opher, Attorney-In-Fact for Richard J. Fagan**

**March 26, 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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