

SHAY LAWRENCE F  
Form 4  
March 27, 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  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Shay, Lawrence F.</b> (Last) (First) (Middle) <b>781 Third Avenue</b>  (Street) <b>King of Prussia,, PA 19406-1409</b>			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <b><u>Vice President, General Counsel and Corporate Secretary</u></b>			
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>March 25, 2003</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
					5. If Amendment, Date of Original (Month/Day/Year)					
(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	03/25/03		S		600	D	\$21.10		D	
Common Stock	03/25/03		S		200	D	\$22.11		D	
Common Stock	03/25/03		S		300	D	\$22.12		D	
Common Stock	03/25/03		S		900	D	\$22.14		D	
Common Stock	03/25/03		S		2400	D	\$22.15		D	
Common Stock	03/25/03		S		300	D	\$22.17		D	
Common Stock	03/25/03		S		300	D	\$22.16	5,859	D	
Common Stock				V				267 <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>\$8.43</b>	<b>03/25/03</b>		<b>M</b>		<b>5,000</b>	<sup>(2)</sup>	<b>11/12/11</b>	<b>Common Stock</b>	<b>5,000</b>		<b>40,000</b>	<b>D</b>	

Explanation of Responses:

(1) Between July 1, 2001 and December 31, 2002, the Reporting Person acquired 267 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 45,000 options which vest in equal installments of 7,500 on each of the following dates: 11/12/01; 12/31/01; 06/30/02; 12/31/02; 06/30/03; and 12/31/03.

By: /s/ **Rebecca Bridgeford Opher, Attorney-In-Fact for Lawrence F. Shay**

**March 27, 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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