KIERNAN BRIAN G Form 4 February 19, 2003

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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

#### FORM 4

#### 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

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

	Name and Address of Reporting Person* (Last, First, Middle)  Kiernan, Brian G.			2.	Issuer Name and Ticker or Trading Symbol	<ul><li>3.</li><li>5.</li></ul>	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		
				_	InterDigital Communications Corporation (IDCC)				
				4.	Statement for (Month/Day/Year)		If Amendment, Date of Original (Month/Day/Year)		
	781 Third.	781 Third Avenue		_	February 14, 2003				
	(Street)		6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
	King of Pr	King of Prussia, PA 19406-1409			O Director O 10% Owner		X Form filed by One Reporting Person		
	(City)	(State)	(Zip)		X Officer (give title below)		o Form filed by More than One Reporting		
					Other (specify below)		Person		
					Senior Vice President, Standards				

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).

Title of Security (Instr. 3)	ansaction Date onth/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	Code (Instr. 8)		Securities Acq (A) or Disposed of (Instr. 3, 4 and		<b>(D</b> )	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	v	Amount	(A) or (D)	Price			
Common Stock	02/14/03			A		1,409	A	(1)	40,154	D	
Common Stock					v				289(2)	I	By 401(k) Plan

# $\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1.	. Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	3a. Deemed Execution Date Date, if any Code (Month/Day/Year) (Month/Day/Year) (Instr. 8)	5.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			
							Code V		(A)	(D)

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	Tab			red, Disposed of, or Beneficiall nts, options, convertible securi		ontinued	
6.	Date Exercisable and 7. Expiration Date (Month/Day/Year)	. Title and Amount 8. of Underlying Securities (Instr. 3 and 4)	Price of 9 Derivative Security (Instr. 5)	O. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Derivative Direct (D) (Instr. 4)	Form of 1 Security: or Indirect (I)	1. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Expiration Exercisable Date	Amount or Number of Title Shares					
_	nlanation of Dognanous						

#### **Explanation of Responses:**

- (1) Granted pursuant to the InterDigital Communications Corporation 1999 Restricted Stock Plan.
- (2) 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.

/s/: Rebecca Bridgeford Opher Attorney-In-Fact for February 19, 2003

Brian G. Kiernan		
**Signature of Reporting Person	Date	

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