

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

VOGEL CARL E

CIK: **1118042**

Type: **4** | Act: **34** | File No.: **001-33226** | Film No.: **13551187**

Mailing Address
ECHOSTAR
COMMUNICATIONS
CORPORATION
9601 S. MERIDIAN
BOULEVARD
ENGLEWOOD CO 80112

ISSUER

NextWave Wireless Inc.

CIK: **1374993** | IRS No.: **205361360** | State of Incorporation: **DE** | Fiscal Year End: **0101**
SIC: **3663** Radio & tv broadcasting & communications equipment

Mailing Address
12264 EL CAMINO REAL
SUITE 305
SAN DIEGO CA 92130

Business Address
12264 EL CAMINO REAL
SUITE 305
SAN DIEGO CA 92130
(858) 731-5300

FORM 4

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

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

OMB APPROVAL	
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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

1. Name and Address of Reporting Person VOGEL CARLE			2. Issuer Name and Ticker or Trading Symbol NextWave Wireless Inc. [WAVE.PK]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			
C/O NEXTWAVE WIRELESS INC., 12264 EL CAMINO REAL, SUITE 305						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		6. 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	
SAN DIEGO, CA 92130						
(City)	(State)	(Zip)				

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			

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 Securities Underlying Derivative Security (Instr. 3 and 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. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Options (right to buy)	\$0.17	01/24/2013		D		200,000	(1)	02/16/2022	Common Stock	200,000	\$0.83	0 (2)	D	

Explanation of Responses:

- NextWave Wireless Inc. (the "Issuer") was acquired (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated as of August 1, 2012 (the "Merger Agreement"), by and among the Issuer, AT&T Inc. ("Parent"), and Rodeo Acquisition Sub Inc., a wholly owned subsidiary of Parent ("Merger Sub"). These options were cancelled in the Merger in exchange for a cash payment of \$166,000 in the aggregate, representing the product of (x) the excess if any, of (A) \$1.00 over (B) the per share exercise price of such option (\$0.17 per share) and (y) the number of shares of Common Stock for which such option has not been previously exercised.
- All other stock options held by the Reporting Person were cancelled as of the Effective Time for no value.

Signatures

/s/ Carl E. Vogel

** Signature of Reporting Person

01/24/2013

Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.