

LEAP WIRELESS INTERNATIONAL INC  
 Form 4/A  
 October 04, 2006

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 DONDERO JAMES D

2. Issuer Name and Ticker or Trading Symbol  
 LEAP WIRELESS INTERNATIONAL INC [LEAP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 13455 NOEL ROAD, SUITE 800  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/16/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DALLAS, TX 75240  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 10/02/2006

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)	
Common Stock <sup>(1)</sup> <sub>(2)</sub>	06/16/2006		S	19,148 <sup>(3)</sup>	\$ 41.5995	4,685,081	I	See Footnote <sup>(4)</sup>
Common Stock <sup>(1)</sup> <sub>(2)</sub>					32,864 <sup>(5)</sup> <sup>(6)</sup>	D		

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

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includes 1,038,748 shares held in accounts for which Highland Capital has investment discretion.

Includes (i) 21,900 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non-qualified stock option dated March 11, 2005 at an exercise price of \$26.51 per share, with one-third of the aggregate shares under the option vesting on each of March 11, 2005,

- (5) January 1, 2006, and January 1, 2007; (ii) 7,500 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non-qualified stock option dated March 11, 2005 at an exercise price of \$26.51 per share, with one-third of the aggregate shares under the option vesting on each of January 1, 2006, January 1, 2007, and January 1, 2008;

(iii) 1,200 shares issuable by the issuer to Mr. Dondero pursuant to the exercise of a non-qualified stock option dated March 11, 2005 at an exercise price of \$26.51 per share, with one-third of the aggregate shares under the option vesting on each of January 1, 2006, January

- (6) 1, 2007, and January 1, 2008; and (iv) 2,264 shares issued by the issuer to Mr. Dondero pursuant to the exercise of a restricted stock award dated May 18, 2006 at an exercise price of \$0.0001 per share, with one-third of the aggregate shares under the award vesting on each of May 18, 2007, May 18, 2008, and May 18, 2009.

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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