INTERDIGITAL COMMUNICATIONS CORP

Form 4

November 21, 2002

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

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)

	Address of Re		2.	Trad	er Name and Ticker ling Symbol Digital Communication		3.	I.R.S. Identificat Person, if an ent	tion Number of Reporting ity (Voluntary)
Kiernan, B	rian G.		_		oration (IDCC)	0113			
-0.4			4.	State	ement for (Month/Da	vy/Year)	5.	If Amendment, l	U
781 Third	Avenue		_	Nove	ember 19, 2002				
	(Street)		6.		tionship of Reportin er (Check All Applica	0 ,	7.	Individual or Jo	
King of Pr	ussia, PA 19406	5	_	o	Director _O	10% Owner		þ	Form filed by One Reporting Person
(City)	(State)	(Zip)		þ	Officer (give title	e below)		0	Form filed by More than One Reporting
				o	Other (specify be	low)			Person
					Senior Vice Pres Standards	sident,			

Reminder:	Report on a sec	narate line for e	each class of s	ecurities 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)	2. Transaction Date (Month/Day/Year)	2a. Deemed Date, if a	ny.	Code (Instr.		Securities or Dispose (Instr. 3, 4	ed of (I	O)	5.	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownershi (Instr. 4)
				Code	v	Amount	(A) or (D)	Price					
Common Stock	11/19/02			S		2,000	D	\$15.10			D		
Common Stock	11/19/02			S		2,000	D	\$15.12			D		
Common Stock	11/19/02			S		2,000	D	\$15.11		38,745	D		
Common Stock					v					267(1)	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.	Transaction Date (Month/Day/Year)	3a.	Deemed Execution Date, if any (Month/Day/Year)	4.	Transaction Code (Instr. 8)	Securities	A) or Dispos	sed of
									Code V	(A)	(D)	

Page 3

	(e.g., puts	s, calls, warr	ants, options, convertible secur	ities)	
Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount 8. of Underlying Securities (Instr. 3 and 4)	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 Ownershi (Instr. 4)
Date Expiration Exercisable Date	Amount or Number of Title Shares				

Explanation of Responses:

(1) Between July 1, 2001 and September 30, 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 plan statement dated September 30, 2002.

/s/ Rebecca Bridgeford Opher, Attorney-in-Fact for Brian G. Kiernan

November 21, 2002

Edgar Filing	INTERDIGITAL	COMMUNICATIONS CORP	- Form 4
Euuai Fiiiiu.	INTERDIGITAL	COMMUNICATIONS CORE	- FUIIII 4

**Signature of Reporting	Date
Person	

Page 4

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).