

Salmasi Allen
 Form 4
 December 28, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

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 *
 Salmasi Allen

(Last) (First) (Middle)

C/O NEXTWAVE WIRELESS
 INC., 12264 EL CAMINO REAL,
 SUITE 305

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NextWave Wireless Inc. [WAVE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/23/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 12/23/2011 | | S | 600 | D \$ 0.091 | 79,140 | D |
| Common Stock | 12/23/2011 | | S | 70,000 | D \$ 0.095 | 2,086,267 ⁽¹⁾ | I |

By
 Navation,
 Inc.

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

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 control number.

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 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Salmasi Allen C/O NEXTWAVE WIRELESS INC. 12264 EL CAMINO REAL, SUITE 305 SAN DIEGO, CA 92130 | X | X | | |
| Navation, Inc. 40, ROUTE DE MALAGNOU GENEVA, V8 CH-1204 | | X | | |
| Salmasi Nicole C/O NEXTWAVE WIRELESS INC. 12264 EL CAMINO REAL, SUITE 305. SAN DIEGO, CA 92130 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Allen Salmasi | 12/28/2011 |
| __Signature of Reporting Person | Date |
| Navation, Inc. by Allen Salmasi, Chief Executive Officer /s/ Allen Salmasi | 12/28/2011 |
| __Signature of Reporting Person | Date |
| /s/ Nicole Salmasi | 12/28/2011 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

These securities are owned directly by Navation, Inc., a ten percent owner of the issuer, and indirectly by Mr. Salmasi and his wife,

(1) Nicole Salmasi, as stockholders and directors of Navation, Inc. Mr. Salmasi is the Chairman of the issuer's Board of Directors and a ten percent owner of the issuer.

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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