

FOYO PETER A
Form 4
July 19, 2011

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 *
FOYO PETER A

(Last) (First) (Middle)

1875 EXPLORER STREET, SUITE 1000

(Street)

RESTON, VA 20190

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NII HOLDINGS INC [NIHD]

3. Date of Earliest Transaction (Month/Day/Year)
07/15/2011

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)

President, Nextel Mexico

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)
			Code	V	Amount	(D)	Price
Common Stock	07/15/2011		S ⁽¹⁾		900	D	\$ 41.61
					114,671	D	⁽²⁾
Common Stock	07/15/2011		S		200	D	\$ 41.615
					114,471	D	
Common Stock	07/15/2011		S		500	D	\$ 41.62
					113,971	D	
Common Stock	07/15/2011		S		200	D	\$ 41.645
					113,771	D	
Common Stock	07/15/2011		S		200	D	\$ 41.65
					113,571	D	

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Common Stock	07/15/2011	S	100	D	\$ 41.6575	113,471	D
Common Stock	07/15/2011	S	300	D	\$ 41.66	113,171	D
Common Stock	07/15/2011	S	100	D	\$ 41.665	113,071	D
Common Stock	07/15/2011	S	200	D	\$ 41.67	112,871	D
Common Stock	07/15/2011	S	100	D	\$ 41.68	112,771	D
Common Stock	07/15/2011	S	200	D	\$ 41.69	112,571	D
Common Stock	07/15/2011	S	300	D	\$ 41.695	112,271	D
Common Stock	07/15/2011	S	100	D	\$ 41.6975	112,171	D
Common Stock	07/15/2011	S	500	D	\$ 41.7	111,671	D
Common Stock	07/15/2011	S	110	D	\$ 41.71	111,561	D
Common Stock	07/15/2011	S	100	D	\$ 41.725	111,461	D
Common Stock	07/15/2011	S	200	D	\$ 41.73	111,261	D
Common Stock	07/15/2011	S	200	D	\$ 41.735	111,061	D
Common Stock	07/15/2011	S	800	D	\$ 41.74	110,261	D
Common Stock	07/15/2011	S	400	D	\$ 41.75	109,861	D
Common Stock	07/15/2011	S	600	D	\$ 41.755	109,261	D
Common Stock	07/15/2011	S	100	D	\$ 41.7575	109,161	D
Common Stock	07/15/2011	S	1,776	D	\$ 41.76	107,385	D
Common Stock	07/15/2011	S	200	D	\$ 41.765	107,185	D
Common Stock	07/15/2011	S	624	D	\$ 41.77	106,561	D
	07/15/2011	S	200	D	\$ 41.775	106,361	D

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Common Stock								
Common Stock	07/15/2011		S	100	D	\$ 41.7775	106,261	D
Common Stock	07/15/2011		S	600	D	\$ 41.78	105,661	D
Common Stock	07/15/2011		S	100	D	\$ 41.785	105,561	D
Common Stock	07/15/2011		S	400	D	\$ 41.8	105,161	D

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

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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 Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOYO PETER A 1875 EXPLORER STREET SUITE 1000 RESTON, VA 20190			President, Nextel Mexico	

Signatures

Shana Smith
Attorney-in-Fact

07/19/2011

__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).
- (1) The trades reported in this Form 4 were made pursuant to a Rule 10b-5-1 trading plan adopted by the reporting person on December 17, 2010.
- (2) The amount of securities beneficially owned following reported transactions on this column 5 of Table I includes 3,333 shares of restricted stock that vest on April 22, 2012; 2,967 shares of restricted stock that vest on April 23, 2012; 2,966 shares of restricted stock that vest on April 23, 2013; 6,552 shares of restricted stock that vest on April 20, 2012; 6,552 shares of restricted stock that vest on April 20, 2013; and 6,552 shares of restricted stock that vest on April 20, 2014.

Remarks:

Trades made on 7/15/2011 are reported on 4 separate Form 4 filings. This is 2 of 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.