KAUFMANN CRAIG J
Form 4
July 27, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KAUFMANN CRAIG J

(Last) (First) (Middle)

2002 SUMMIT
BOULEVARD, SUITE 1800

(Street)

ATLANTA, GA 30319

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HUGHES Telematics, Inc. [HUTC]

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP Finance and Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	07/26/2012		D		40,676	D	$ 12	0	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	$ 0	07/26/2012		D			23,470	(1)	03/31/2014	Common Stock	23,470
Option to Purchase	$ 1.65	07/26/2012		D			5,606	(2)	01/08/2017	Common Stock	5,606
Option to Purchase	$ 1.65	07/26/2012		D			18,778	(3)	01/08/2017	Common Stock	18,778
Option to Purchase	$ 2.47	07/26/2012		D			8,408	(4)	11/30/2017	Common Stock	8,408
Option to Purchase	$ 2.47	07/26/2012		D			28,166	(3)	11/30/2017	Commmon Stock	28,166
Option to Purchase	$ 5.19	07/26/2012		D			60,000	(5)	06/05/2019	Common Stock	60,000
Option to Purchase	$ 3.9	07/26/2012		D			25,000	(6)	05/12/2021	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAUFMANN CRAIG J 2002 SUMMIT BOULEVARD SUITE 1800 ATLANTA, GA 30319			SVP Finance and Treasurer	

Signatures

/s/ Craig J. Kaufmann	07/27/2012
**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) Pursuant to the Agreement and Plan of Merger, dated as of June 1, 2012, by and among the Company, Verizon Communications Inc. and Verizon Telematics Inc. (the "Merger Agreement"), these shares of common stock, which were held in escrow to be released to the

Reporting Person upon the achievement of certain target trading prices of the Company's common stock prior to March 31, 2014, were cancelled without consideration.

(2) Pursuant to the Merger Agreement, this option, which vested in two equal installments on each of August 1, 2008 and August 1, 2009, was cancelled in exchange for a cash payment of $10.35 per share representing the difference between the exercise price of the option and the $12.00 per share merger consideration.

(3) Pursuant to the Merger Agreement, this option, which provided for vesting upon the achievement of certain target trading prices of the Company's common stock prior to March 31, 2014, was cancelled without consideration.

(4) Pursuant to the Merger Agreement, this option, which vested as to 6,306 shares in three equal installments on each of November 30, 2008, November 30, 2009 and November 30, 2010 and 2,102 shares on November 1, 2011 upon the signing of an agreement with Volkswagen Group of America, was cancelled in exchange for a cash payment of $9.53 per share representing the difference between the exercise price of the option and the $12.00 per share merger consideration.

(5) Pursuant to the Merger Agreement, this option, which vested as to 30,000 shares on June 5, 2011 and 15,000 shares on each of June 5, 2012 and July 26, 2012, was cancelled in exchange for a cash payment of $6.81 per share representing the difference between the exercise price of the option and the $12.00 per share merger consideration.

(6) Pursuant to the Merger Agreement, this option, which vested on July 26, 2012, was cancelled in exchange for a cash payment of $8.10 per share representing the difference between the exercise price of the option and the $12.00 per share merger consideration.

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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