LEWIS ROBERT C Form 4 July 27, 2012

## FORM 4

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

OMB Number:

5. Relationship of Reporting Person(s) to

Washington, D.C. 20549

Number:
Expires:

3235-0287 January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

•			Symbol HUGHES Telematics, Inc. [HUTC]					Issuer (Check all applicable)			
			(Month/Day/Year)					Director _X_ Officer (give		Owner er (specify	
2002 SUMMIT 07. BOULEVARD, SUITE 1800				07/26/2012				below)	below)	er (specify	
BOULEVA	KD, SUITE 180						General Counsel and Secretary				
(Street) 4. If Ar				nendment, Date Original				6. Individual or Joint/Group Filing(Check			
	Filed(Mont	th/Day/Year)				Applicable Line)					
A TEXT A NITE A	GA 20210							_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
ATLANTA, GA 30319								Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	ecurit	ies Acq	quired, Disposed o	of, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	te 2A. Deen	nad	3.	4. Securiti		mired	5. Amount of	6 Orranamahin	7. Nature of	
α •.			neu					J. Allioulit of	6. Ownership	7. Ivaluic of	
Security	(Month/Day/Year	) Execution		Transactio	on(A) or Dis			Securities	Form: Direct	Indirect	
(Instr. 3)	(Month/Day/Year	) Execution any	n Date, if	Transactio Code	on(A) or Dis (D)	sposed	of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
•	(Month/Day/Year	) Execution any		Transactio	on(A) or Dis	sposed	of	Securities	Form: Direct	Indirect	
•	(Month/Day/Year	) Execution any	n Date, if	Transactio Code	on(A) or Dis (D)	sposed and 5	of	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
•	(Month/Day/Year	) Execution any	n Date, if	Transactio Code	on(A) or Dis (D)	and 5  (A) or	of	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
•	(Month/Day/Year	) Execution any	n Date, if	Transactio Code	on(A) or Dis (D)	sposed and 5  (A)	of	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)			6. Date Exer Expiration D (Month/Day/	ate	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	<u>(1)</u>	03/31/2014	Common Stock	23,470
Option to Purchase	\$ 1.65	07/26/2012		D		5,606	(2)	03/09/2017	Common Stock	5,606
Option to Purchase	\$ 1.65	07/26/2012		D		18,778	<u>(3)</u>	03/09/2017	Common Stock	18,778
Option to Purchase	\$ 2.47	07/26/2012		D		8,408	<u>(4)</u>	11/30/2017	Common Stock	8,408
Option to Purchase	\$ 2.47	07/26/2012		D		28,166	(3)	11/30/2017	Common Stock	28,166
Option to Purchase	\$ 5.19	07/26/2012		D		60,000	<u>(5)</u>	06/05/2019	Common Stock	60,000
Option to Purchase	\$ 3.9	07/26/2012		D		30,000	<u>(6)</u>	05/12/2021	Common Stock	30,000

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEWIS ROBERT C 2002 SUMMIT BOULEVARD SUITE 1800 ATLANTA, GA 30319

General Counsel and Secretary

#### **Signatures**

Reporting Person

/s/ Robert C.
Lewis

\*\*Signature of 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 Owners 2

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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.

- Pursuant to the Merger Agreement, this option, which vested in two equal installments on each of August 1, 2008 and August 1, 2009, (2) 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.
- 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.
- 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.
- 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. 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.