

LEWIS ROBERT C
Form 4
July 27, 2012

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 *
LEWIS ROBERT C

(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
 Officer (give title below) Other (specify below)
General Counsel and Secretary

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 Ownership (Instr. 4)
				(A) Amount (D) Price			
Common Stock	07/26/2012		D	43,009 D \$ 12 0		D	

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

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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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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.
- 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.
- (3)
- 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.
- (4)
- 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.
- (5)
- 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.
- (6)

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.