

KIERNAN BRIAN G  
Form 4  
December 12, 2002

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 4**

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

**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**

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

<b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i>  Kiernan, Brian G. <hr/>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  InterDigital Communications Corporation (IDCC) <hr/>	<b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i>  <hr/>
781 Third Avenue <hr/> <i>(Street)</i>	<b>4. Statement for</b> <i>(Month/Day/Year)</i>  December 10, 2002 <hr/>	<b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i>  <hr/>
King of Prussia, PA 19406 <hr/> <i>(City) (State) (Zip)</i>	<b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i>  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <i>(give title below)</i> <input type="checkbox"/> Other <i>(specify below)</i>  Senior Vice President, Standards <hr/>	<b>7. Individual or Joint/Group Filing</b> <i>(Check Applicable Line)</i>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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**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 Transactions(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	12/10/02		S	2,500	D	\$17.04	D
Common Stock	12/10/02		S	1,500	D	\$17.03	D
Common Stock	12/10/02		S	1,500	D	\$17.02	D
Common Stock	12/10/02		S	1,300	D	\$17.05	D
Common Stock	12/10/02		S	2,500	D	\$17.09	D
Common Stock	12/10/02		S	1,200	D	\$16.94	D
Common Stock	12/10/02		S	1,500	D	\$17.07	D
Common Stock	12/10/02		S	2,000	D	\$17.08	D
Common Stock	12/10/02		S	2,000	D	\$17.13	D
Common Stock	12/10/02		S	1,000	D	\$17.12	D

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Common Stock	12/11/02	S	2,000	D	\$17.01		D
Common Stock	12/11/02	S	3,000	D	\$17.09		D
Common Stock	12/11/02	S	2,800	D	\$17.05		D
Common Stock	12/11/02	S	3,200	D	\$17.06		D
Common Stock	12/11/02	S	3,000	D	\$17.11		D
Common Stock	12/11/02	S	3,000	D	\$17.14		D
Common Stock	12/11/02	S	2,000	D	\$17.24		D
Common Stock	12/11/02	S	1,500	D	\$17.35	38,745	D
Common Stock		V				267(1)	I
							By 401(k) Plan

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

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
				Code	V (A) (D)
Option (Right-to-Buy)	\$5.4375	12/10/02		M	17,000

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

6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i>	7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i>	8. Price of Derivative Security <i>(Instr. 5)</i>	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 4)</i>	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(3)	58,000	D
(2)	09/21/2007	Common Stock	17,000	(3)	58,000	D
(2)	09/21/2007	Common Stock	20,500	(3)	37,500	D

**Explanation of Responses:**

(1) Between July 1, 2001 and September 30, 2002, the Reporting Person acquired 267 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan. This information is based on the most recently published plan statement dated September 30, 2002.

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(2) Part of a grant of 75,000 options which vested as follows: 12,500 on 12/31/97; 12,500 on 06/30/98; 12,500 on 12/31/98; 12,500 on 06/30/99; 12,500 on 12/31/99 and 12,500 on 06/30/2000.

(3) Granted pursuant to the Company's 1982 Non-Qualified Stock Option Plan.

/s/ Rebecca Bridgeford  
Counsel, Attorney-In-Fact  
for Brian G. Kiernan

December 12, 2002

\_\_\_\_\_  
\*\*Signature of Reporting  
Person

\_\_\_\_\_  
Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.