

GIKER ROBERT J  
Form 4  
May 16, 2005

**FORM 4**

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

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).

**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 \*  
**GIKER ROBERT J**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
10700 PARKRIDGE BLVD., SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)  
05/13/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel & Secretary

(Street)  
RESTON, VA 20191

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) or (D)	Price		
Common Stock	05/13/2005		M	532	A \$ 0.83	532	D
Common Stock	05/13/2005		S	532	D \$ 51.96	0	D
Common Stock	05/13/2005		M	700	A \$ 0.83	700	D
Common Stock	05/13/2005		S	700	D \$ 51.97	0	D
Common Stock	05/13/2005		M	200	A \$ 0.83	200	D

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Common Stock	05/13/2005	S	200	D	\$ 51.98	0	D
Common Stock	05/13/2005	M	100	A	\$ 0.83	100	D
Common Stock	05/13/2005	S	100	D	\$ 51.99	0	D
Common Stock	05/13/2005	M	1,500	A	\$ 0.83	1,500	D
Common Stock	05/13/2005	S	1,500	D	\$ 52	0	D
Common Stock	05/13/2005	M	100	A	\$ 0.83	100	D
Common Stock	05/13/2005	S	100	D	\$ 52.07	0	D
Common Stock	05/13/2005	M	1,000	A	\$ 0.83	1,000	D
Common Stock	05/13/2005	S	1,000	D	\$ 52.09	0	D
Common Stock	05/13/2005	M	200	A	\$ 0.83	200	D
Common Stock	05/13/2005	S	200	D	\$ 52.1	0	D
Common Stock	05/13/2005	M	100	A	\$ 0.83	100	D
Common Stock	05/13/2005	S	100	D	\$ 52.11	0	D
Common Stock	05/13/2005	M	200	A	\$ 0.83	200	D
Common Stock	05/13/2005	S	200	D	\$ 52.12	0	D
Common Stock	05/13/2005	M	100	A	\$ 0.83	100	D
Common Stock	05/13/2005	S	100	D	\$ 52.14	0	D
Common Stock	05/13/2005	M	268	A	\$ 0.83	268	D
Common Stock	05/13/2005	S	268	D	\$ 52.15	0	D
Common Stock	05/13/2005	M	6,500	A	\$ 0.83	6,500	D

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

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(9-02)

**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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.83	05/13/2005		M	11,500	11/12/2004 <sup>(1)</sup> 11/12/2012	Common Stock	11,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GIKER ROBERT J 10700 PARKRIDGE BLVD. SUITE 600 RESTON, VA 20191			VP, General Counsel & Secretary	

## Signatures

Robert J. Gilker                      05/16/2005  
 \_\_Signature of                      Date  
 Reporting Person

## 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 option vests in four installments: 30% on November 12, 2002; 30% on November 12, 2003; 30% on November 12, 2004; and 10% on November 12, 2005.

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.