

DUSSEK STEVEN P
Form 4
June 24, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DUSSEK STEVEN P

(Last) (First) (Middle)

10700 PARKRIDGE BLVD., SUITE 600

(Street)

RESTON, VA 20191

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/23/2005

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)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/23/2005		M		2,250 A \$ 0.83	2,250	D
Common Stock	06/23/2005		S		2,250 D \$ 61.5	0	D
Common Stock	06/23/2005		M		3,200 A \$ 0.83	3,200	D
Common Stock	06/23/2005		S		3,200 D \$ 61.03	0	D
Common Stock	06/23/2005		M		558 A \$ 0.83	558	D

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Common Stock	06/23/2005	S	558	D	\$ 61.04	0	D
Common Stock	06/23/2005	M	4,300	A	\$ 0.83	4,300	D
Common Stock	06/23/2005	S	4,300	D	\$ 61.05	0	D
Common Stock	06/23/2005	M	1,000	A	\$ 0.83	1,000	D
Common Stock	06/23/2005	S	1,000	D	\$ 61.09	0	D
Common Stock	06/23/2005	M	142	A	\$ 0.83	142	D
Common Stock	06/23/2005	S	142	D	\$ 61.1	0	D
Common Stock	06/23/2005	M	300	A	\$ 0.83	300	D
Common Stock	06/23/2005	S	300	D	\$ 61.13	0	D
Common Stock	06/23/2005	M	100	A	\$ 0.83	100	D
Common Stock	06/23/2005	S	100	D	\$ 61.23	0	D
Common Stock	06/23/2005	M	1,250	A	\$ 0.83	1,250	D
Common Stock	06/23/2005	S	1,250	D	\$ 61.25	0	D
Common Stock	06/23/2005	M	400	A	\$ 0.83	400	D
Common Stock	06/23/2005	S	400	D	\$ 61.27	0	D

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to buy)	\$ 0.83	06/23/2005	M		11/12/2004 ⁽¹⁾	11/12/2012	Common Stock	13,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUSSEK STEVEN P 10700 PARKRIDGE BLVD. SUITE 600 RESTON, VA 20191	X			

Signatures

Robert J. Gilker
Attorney-in-Fact
06/24/2005

__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) 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.

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