

Ramirez Raul R
Form 3
March 08, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Ramirez Raul R		(Month/Day/Year)	NII HOLDINGS INC [NIHD]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1875 EXPLORER STREET,		02/27/2013	(Check all applicable)	
SUITE 1000			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
RESTON,Â VAÂ 20190			(give title below)	(specify below)
(City)	(State)	(Zip)	EVP, Chief Technology Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock ⁽¹⁾	4,153	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to purchase)	04/26/2007	04/26/2016	Common Stock	24,000	\$ 60.77	D	Â
Stock Option (right to purchase)	04/25/2008	04/25/2017	Common Stock	24,000	\$ 78.3	D	Â
Stock Option (right to purchase)	04/23/2009	04/23/2018	Common Stock	24,000	\$ 40.62	D	Â
Stock Option (right to purchase)	04/22/2010	04/22/2019	Common Stock	8,741	\$ 14.33	D	Â
Stock Option (right to purchase) ⁽²⁾	04/23/2011	04/23/2020	Common Stock	7,700	\$ 40.4	D	Â
Stock Option (right to purchase) ⁽³⁾	04/20/2012	04/20/2021	Common Stock	4,339	\$ 40.28	D	Â
Stock Option (right to purchase) ⁽⁴⁾	04/24/2013	04/24/2022	Common Stock	11,227	\$ 18.85	D	Â
Restricted Stock Units ⁽⁵⁾	04/24/2013	Â ⁽⁵⁾	Common Stock	4,723	\$ ⁽⁵⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramirez Raul R 1875 EXPLORER STREET, SUITE 1000 RESTON, VA 20190	Â	Â	Â EVP, Chief Technology Officer	Â

Signatures

Shana C. Smith
Attorney-in-Fact
Date: 03/08/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 amount of securities beneficially owned reported on this column 2 of Table I includes 550 shares of restricted stock that vest on April 23, 2013; 932 shares of common stock that vest on April 20, 2013, and 933 shares of common stock that vest on April 20, 2014.
- (2) The stock option grant vests/vested over three years, as follows: 33-1/3% on April 23, 2011; 33-1/3% on April 23, 2012; and 33-1/3% on April 23, 2013.
- (3) The stock option grant vests/vested over three years, as follows: 33-1/3% on April 20, 2012; 33-1/3% on April 20, 2013; and 33-1/3% on April 20, 2014.
- (4) The stock option grant will vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015.

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- (5) The restricted stock unit grant will vest over three years, as follows: 33-1/3% on April 24, 2013; 33-1/3% on April 24, 2014; and 33-1/3% on April 24, 2015. Each restricted stock unit represents the right to receive one share of common stock or a cash payment.

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.