TILDEN CHARLES R

Form 4

December 30, 2004

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

OMB Number:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations

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

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TILDEN CHARLES R

2. Issuer Name and Ticker or Trading

Issuer

Symbol

INTERDIGITAL **COMMUNICATIONS CORP**

[IDCC]

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify below)

Chief Operating Officer

5. Relationship of Reporting Person(s) to

(Month/Day/Year) 12/29/2004

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

KING OF PRUSSIA,, PA 19406-1409

(State)

(7in)

781 THIRD AVENUE

(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 saction(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(mourt)	
Common Stock	12/29/2004		S	2,831	D	\$ 23.17	73,264	D	
Common Stock	12/29/2004		S	2,500	D	\$ 23.176	73,264	D	
Common Stock	12/29/2004		S	2,500	D	\$ 23.2	73,264	D	
Common Stock	12/29/2004		S	7,500	D	\$ 23.21	73,264	D	
	12/29/2004		S	2,500	D	\$ 23.22	73,264	D	

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Common Stock

Common Stock 12/29/2004 M 6,000 A \$ 5.625 79,264 D

Common Stock 733 $\underline{^{(1)}}$ I By 401(k) Plan

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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Option (Right-to-Buy)	\$ 5.625	12/29/2004		M	23,831	(2)	11/10/2006	Common Stock	23,

Reporting Owners

Reporting Owner Name / Address	Relationships						
• U	Director	10% Owner	Officer	Other			
TILDEN CHARLES R			Chief				
781 THIRD AVENUE			Operating				
KING OF PRUSSIA PA 19406-1409			Officer				

Signatures

Rebecca Bridgeford Opher, Attorney-In-Fact for Charles R.

Tilden

12/30/2004

**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)

Reporting Owners 2

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As of the most recently published account statement dated December 28, 2004, the Reporting Person beneficially owned 733 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan.

- (2) Part of a grant of options which vested as follows: 15,000 on 05/30/1997; 2,777 on 11/30/1997; 15,000 on 05/30/1998; 2,777 on 11/30/1998; 15,000 on 05/30/1999, and 2,777 on 11/30/1999.
- (3) Granted pursuant to the InterDigital Communications Corporation 1995 Stock Option Plan for Employees and Outside Directors.

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

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