

Eisenberg Marc  
Form 4  
March 04, 2011

**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 \*  
Eisenberg Marc

(Last) (First) (Middle)

C/O ORBCOMM INC., 2115  
LINWOOD AVENUE, SUITE 100

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2011

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)

Chief Executive Officer

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 (D) Price		
Common Stock	03/02/2011		A		12,000 (1)	A	(1) 176,180 D

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

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

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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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Right	\$ 11							(2)	(2)	Common Stock
Stock Appreciation Right	\$ 2.46							(3)	(3)	Common Stock
Stock Appreciation Right	\$ 2.46							(4)	(4)	Common Stock
Stock Appreciation Right	\$ 4.96							(5)	(5)	Common Stock
Stock Appreciation Right	\$ 3.65	03/02/2011		A		50,000		(6)	(6)	Common Stock
Stock Option (Right to Buy)	\$ 2.325							03/31/2005 <sup>(7)</sup>	02/17/2014 <sup>(7)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 2.775							03/31/2005 <sup>(8)</sup>	02/17/2014 <sup>(8)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 3.375							12/31/2005 <sup>(9)</sup>	02/17/2014 <sup>(9)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 4.26							12/31/2006 <sup>(10)</sup>	02/17/2014 <sup>(10)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 2.325							12/31/2007 <sup>(11)</sup>	02/17/2014 <sup>(11)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

Eisenberg Marc  
 C/O ORBCOMM INC.  
 2115 LINWOOD AVENUE, SUITE 100  
 FORT LEE, NJ 07024

X

Chief Executive Officer

## Signatures

/s/ Christian Le Brun, by power of  
 attorney

03/04/2011

\*\*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) 12,000 shares of common stock were granted to Mr. Eisenberg as partial payment of the discretionary portion of Mr. Eisenberg's performance-based annual bonus for 2010.

(2) Each Performance Vested Stock Appreciation Right ("PV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise. One-third of the 130,000 PV SAR awards originally granted vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008. The PV SARs expire on October 5, 2016 and have an exercise price equal to the initial offering price of \$11.00 per share. In April 2007, 36,011 PV SARs vested based on achievement of certain 2006 performance targets and 7,322 PV SARs lapsed unvested. In March 2008, 15,167 PV SARs vested based on achievement of certain 2007 performance targets and 28,167 PV SARs lapsed unvested. In March 2009, 31,795 PV SARs vested based on achievement of certain 2008 performance targets and 11,539 PV SARs lapsed unvested.

(3) Each PV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR. The PV SAR awards vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2010. The PV SARs expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date. In March 2011, 36,500 PV SARs vested based on achievement of certain 2010 performance targets and 13,500 PV SARs lapsed unvested.

(4) Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. 50,000 of the TV SAR awards vested on December 31, 2010 and 50,000 of the TV SAR awards will vest on each of December 31, 2011 and December 31, 2012. The TV SAR awards expire on March 3, 2020 and have an exercise price of \$2.46 per share, the closing price of the common stock on the grant date.

(5) Each TV SAR represents the right to receive payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. 125,000 of the TV SAR awards vested on December 31, 2008 and 150,000 of the TV SAR awards vested on each of December 31, 2009 and December 31, 2010. The TV SAR awards expire on March 31, 2018 and have an exercise price of \$4.96 per share, the closing price of the common stock on the grant date.

(6) Each PV SAR represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR. The PV SAR awards vest based on the achievement by the employee and/or the Company of certain performance targets for fiscal year 2011. The PV SARs expire on March 2, 2021 and have an exercise price of \$3.65 per share, the closing price of the common stock on the grant date.

(7) The Options were issued on February 17, 2004 and became fully vested on March 31, 2005. The Options expire on February 17, 2014.

(8) The Options were issued on February 17, 2004 and became fully vested on March 31, 2005. The Options expire on February 17, 2014.

(9) The Options were issued on February 17, 2004 and became fully vested on December 31, 2005. The Options expire on February 17, 2014.

(10) The Options were issued on February 17, 2004 and became fully vested on December 31, 2006. The Options expire on February 17, 2014.

(11) The Options were issued on February 17, 2004 and became fully vested on December 31, 2007. The Options expire on February 17, 2014.

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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