Edgar Filing: Good Alexander H - Form 4

Good Alexan Form 4											
FORM	4 UNITED	STATES					GE C	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check thi if no long subject to Section 14 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	er 6. Filed put ¹⁵ Section 17(Washington, D.C. 20549 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							Expires: Estimated a burden hou response		
(Print or Type R	Responses)										
1. Name and Address of Reporting Person <u>*</u> Good Alexander H			2. Issuer Name and Ticker or Trading Symbol SKYTERRA COMMUNICATIONS INC [SKYT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) C/O MOBILE SATELLITE VENTURES LP, 10802 PARKRIDGE BOULEVARD			3. Date of Earliest Transaction (Month/Day/Year) 12/18/2006					Director 10% Owner X_ Officer (give title Other (specify below) below) CEO and President			
	4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
RESTON, V								Person	lore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative Se	curiti	es Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Executio any		3. Transactio Code (Instr. 8) Code V	4. Securitie on(A) or Disp (Instr. 3, 4 a Amount	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/18/2006			A <u>(1)</u>	400,000 (1)	А	\$0	400,000	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.

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

Reporting Owners

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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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
			10% Owner	Officer	Other			
Good Alexander H C/O MOBILE SATELLITE VENTURES LP 0802 PARKRIDGE BOULEVARD RESTON, VA 20191				CEO and President				
Signatures								
Alexander H Good	12/21/2006							
<u>**</u> Signature of	Date							

*Signature of Reporting Person

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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).

Represents grant of 400,000 restricted shares of Company's common stock under the 2006 Equity and Incentive Plan, subject to registration on Form S-8 covering equity awards pursuant to such plan becoming effective. Will vest as follows, subject to Mr. Good's continued employment: (i) 133,334 shares on December 18, 2009; (ii) 133,333 shares on first day following the twentieth consecutive

(1) trading day on which price of Company's common stock exceeds \$20 per share; and (iii) 133,333 shares on first day following the twentieth consecutive trading day on which price of Company's common stock exceeds \$25 per share, as further set forth in award agreement. Subject to acceleration upon termination of Mr. Good's employment other than for "cause" as defined in the award agreement and in certain other circumstances.

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.