

Samuelson Robert  
 Form 4  
 November 04, 2009

**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 \*  
 Samuelson Robert

2. Issuer Name and Ticker or Trading Symbol  
 Virgin Mobile USA, Inc. [VM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O VIRGIN MANAGEMENT LIMITED, 120 CAMPDEN HILL ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 11/02/2009

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

LONDON, X0 W87AR

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

(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 (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
Class A Common Stock	11/02/2009		J(1)(2)		10,666	D	24,001
						D	

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)**

## Edgar Filing: Samuelson Robert - Form 4

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Samuelson Robert  
 C/O VIRGIN MANAGEMENT LIMITED  
 120 CAMPDEN HILL ROAD  
 LONDON, X0 W87AR

X

## Signatures

/s/ Nathan Marinoff,  
 Attorney-in-Fact

11/04/2009

\_\_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) On December 23, 2008, 32,000 Restricted Stock Units were granted to the reporting person in connection with Virgin Mobile USA, Inc.'s regular director compensation arrangements. Pursuant to arrangements between the Virgin Group and directors of Virgin Mobile USA, Inc. who are employed by the Virgin Group, Mr. Samuelson previously reported that he may not have a beneficial ownership interest in all or any of such Restricted Stock Units. Mr. Samuelson disclaims beneficial ownership of such securities and all other securities reported in column 5 of Table I, except to the extent of his pecuniary interest therein, if any, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose. The Restricted Stock Units granted on December 23, 2008 vest 33 1/3% on November 1, 2009, 33 1/3% on November 1, 2010 and 33 1/3% on November 1, 2011.

(2) In connection with the vesting of 33 1/3% of the Restricted Stock Units on November 1, 2009 and pursuant to arrangements between the Virgin Group and the reporting persons, the Virgin Group purchased from the reporting person the shares deliverable upon such vesting for \$4.00 per share.

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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