

SHAY LAWRENCE F  
Form 4/A  
March 27, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Shay, Lawrence F.</b> (Last) (First) (Middle) <b>781 Third Avenue</b>  (Street) <b>King of Prussia,, PA 19406-1409</b>			2. Issuer Name and Ticker or Trading Symbol <b>InterDigital Communications Corporation (IDCC)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <b>Vice President, General Counsel and Corporate Secretary</b> <input type="checkbox"/> Other (specify below)		
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>February 14, 2003</b>		
						5. If Amendment, Date of Original (Month/Day/Year) <b>February 14, 2003</b>		
						7. 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		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Code	V	Amount	(A) or (D)	Price											
<b>Common Stock</b>		<b>02/14/03</b>		<b>A</b>		<b>1,571</b>	<b>A</b>	<b>(1)</b>	<b>5,859</b>	<b>(2)</b>	<b>D</b>				
<b>Common Stock</b>				<b>V</b>					<b>267</b>	<b>(3)</b>	<b>I</b>	<b>By 401(k) Plan</b>			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivatives	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Securities (Instr. 8)				Year	(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	V	(A)	(D)		Date Exer-cisable	Expira-tion Date			

Explanation of Responses:

- (1) Granted pursuant to the InterDigital Communications Corporation 1999 Restricted Stock Plan.
- (2) Direct beneficial ownership amended to reflect a decrease of 133 shares of Common Stock which is owned indirectly through Reporting Person's 401(k) plan. Indirect ownership is correctly reported herein.
- (3) Between July 1, 2001 and December 31, 2002, the Reporting Person acquired 267 shares of Common Stock pursuant to the InterDigital Communications Corporation Savings and Protection Plan. This information is based on the most recently published account statement dated December 31, 2002.

By: /s/ **Rebecca Bridgeford Opher, Attorney-In-Fact for Lawrence F. Shay**

**March 27, 2003**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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