

Jonker Niels
Form 4
February 21, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jonker Niels

(Last) (First) (Middle)

C/O BOINGO WIRELESS,
INC., 10960 WILSHIRE BLVD.
SUITE 800

(Street)

LOS ANGELES, CA 90024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BOINGO WIRELESS INC [WIFI]

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

02/16/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(A) or (D)	Price		
Common Stock	02/16/2012		M		21,406	A	\$ 1.4	85,406	D
Common Stock	02/16/2012		S		21,406	D	\$ 9.45	64,000	D
Common Stock	02/17/2012		M		2,549	A	\$ 1.4	66,549	D
Common Stock	02/17/2012		S		2,549	D	\$ 9.45	64,000	D
Common Stock	02/17/2012		M		45	A	\$ 1.4	64,045	D

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Common Stock 02/17/2012 S 45 D \$ 9.45 64,000 D

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

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(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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.4	02/16/2012		M		21,406		<u>(1)</u>	04/22/2019	Common Stock	21,406
Employee Stock Option (Right to Buy)	\$ 1.4	02/17/2012		M		45		<u>(1)</u>	04/22/2019	Common Stock	45
Employee Stock Option (Right to Buy)	\$ 1.4	02/17/2012		M		2,549		<u>(2)</u>	12/31/2019	Common Stock	2,549

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jonker Niels C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD. SUITE 800 LOS ANGELES, CA 90024	Chief Technology Officer

Signatures

/s/ Peter Hovenier as Attorney-in-Fact for Niels
Jonker

02/21/2012

__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) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on November 18, 2009; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.
- (2) Subject to continuous service, this option is exercisable with respect to 1/4th of the shares subject to this option on December 31, 2010; exercisable with respect to an additional 1/36th of the remaining shares subject to this option each month thereafter.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 1, 2009.

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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