

Marchbank Jonathan
Form 4
October 18, 2007

FORM 4

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

OMB APPROVAL

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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 *
Marchbank Jonathan

(Last) (First) (Middle)

10 INDEPENDENCE BLVD, 2ND FLOOR

(Street)

WARREN, NJ 07059

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2007

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)

Chief Operating 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 | |
| Class A Common Stock ⁽¹⁾ | 10/16/2007 | | A ⁽¹⁾ | | 30,000 | A | <u>(1)</u> 30,000 | D |
| Class A Common Stock ⁽²⁾ | 10/16/2007 | | M ⁽²⁾ | | 10,243 | A | <u>(2)</u> 40,243 | 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)

| 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class D Units of Virgin Mobile USA, LLC ⁽²⁾ | <u>(4)</u> | 10/16/2007 | | M ⁽²⁾ | 24 | | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 10,243 |
| Options to Purchase Class D units (right to buy) ⁽⁴⁾ | \$ 17.45 | 10/16/2007 | | M ⁽⁴⁾ | 1 | | <u>(5)</u> | 03/17/2016 | Class A Common Stock | 149,376 |
| Options to Purchase Class A Common Stock (right to buy) ⁽⁴⁾ | \$ 17.45 | 10/16/2007 | | M ⁽⁴⁾ | 149,376 | | <u>(5)</u> | 03/17/2016 | Class A Common Stock | 149,376 |
| Options to Purchase Class A Common Stock (right to buy) | \$ 15 | 10/16/2007 | | A | 44,963 | | <u>(6)</u> | 10/10/2013 | Class A Common Stock | 44,963 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marchbank Jonathan | | | Chief Operating Officer | |

10 INDEPENDENCE BLVD, 2ND FLOOR
WARREN, NJ 07059

Signatures

/s/ Nathan Marinoff,
Attorney-in-Fact

10/18/2007

__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) Represents a grant of 30,000 Restricted Stock Units which vest 50% on October 10, 2008 and 50% on October 10, 2009.

Mr. Marchbank's 24 Class D Units of Virgin Mobile USA, LLC ("Class D Units") were exchanged for 10,243 restricted shares of Class A Common Stock of Virgin Mobile USA, Inc. ("Class A Common Stock"), pursuant to the Reorganization and Purchase Agreement, dated as of October 10, 2007, by and among the Company, Virgin Mobile USA, LLC and other parties thereto (the "Reorganization Agreement"). These restricted shares will vest 25% on May 23, 2008, 25% on May 23, 2009, 25% on May 23, 2010 and 25% on May 23, 2011.

(3) Not applicable.

(4) Mr. Marchbank's options to purchase Class D Units were exchanged for options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.

(5) These options vest 50% on March 5, 2008, 25% on March 5, 2009, and 25% on March 5, 2010.

(6) These options vest 25% on July 1, 2008, 25% on July 1, 2009, 25% on July 1, 2010 and 25% on October 10, 2011.

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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