Eisenberg Jerome B
Form 4
February 13, 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

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Eisenberg Jerome B

(Last) (First) (Middle)

C/O ORBCOMM INC., 2115 LINWOOD AVENUE, SUITE 100

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ORBCOMM Inc. [ORBC]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Restricted Stock Unit (Time Vested) (1)	02/01/2012		A		8,403	A	(1)	8,403	D	
Common Stock								996,095 (2)	D	
Common Stock								15,759	I	by Cynthia Eisenberg

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

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SEC 1474 (9-02)

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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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Appreciation Right	$ 11							(3)	(3)	Common Stock	95, (3
Stock Appreciation Right	$ 4.96							(4)	(4)	Common Stock	100 (4
Stock Option (Right to Buy)	$ 2.325							03/31/2005 (5)	02/17/2014 (5)	Common Stock	166
Stock Option (Right to Buy)	$ 2.775							12/31/2005 (6)	02/17/2014 (6)	Common Stock	33,
Stock Option (Right to Buy)	$ 3.375							12/31/2006 (7)	02/17/2014 (7)	Common Stock	33,
Stock Option (Right to Buy)	$ 4.26							12/31/2006 (8)	02/17/2014 (8)	Common Stock	33,
Stock Option (Right to Buy)	$ 2.325							12/31/2007 (9)	02/17/2014 (9)	Common Stock	33,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

Eisenberg Jerome B
C/O ORBCOMM INC.
2115 LINWOOD AVENUE, SUITE 100
FORT LEE, NJ 07024

Signatures

/s/ Christian Le Brun, by power of attorney	02/13/2012
**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)	Each time vested Restricted Stock Unit ("RSU") represents the right to receive one share of common stock. The number of RSUs was determined by dividing $30,000 by the closing price of ORBCOMM Inc. (the "Company") common stock on February 1, 2012 of $3.57 per share. The RSUs vest on January 1, 2013.
(2)	Includes 10,000 shares underlying time vested RSUs that vested on January 1, 2012.
(3)	Each Performance Vested Stock Appreciation Right ("PV SAR") represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the PV SAR to the date of exercise of the PV SAR. The PV SARs are fully vested, expire in October 2016 and have an exercise price equal to the initial public offering price of $11.00 per share.
(4)	Each Time Vested Stock Appreciation Right ("TV SAR") represents the right to receive payment measured by the increase in the fair market value of one share of common stock from the date of grant of the TV SAR to the date of exercise of the TV SAR. The TV SAR awards are fully vested, expire in March 2018 and have an exercise price of $4.96 per share, the closing price of the common stock on the grant date.
(5)	166,667 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
(6)	33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014
(7)	33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
(8)	33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.
(9)	33,334 Options were issued on February 17, 2004, are fully vested and expire on February 17, 2014.

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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