VIASAT INC Form 4 November 14, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

stock

(Print or Type Responses)

DANKBERG MARK D Symbol			Symbol	2. Issuer Name and Ticker or Trading ymbol				ng	5. Relationship of Reporting Person(s) to Issuer		
			VIASA	I IIVC	, [v	SAIJ			(Che	ck all applicable	e)
(Last)	(First)	(Middle)	3. Date o	f Earlies	st Tr	ansaction					
6155 EL C	AMINO REAL		(Month/I 11/12/2	-	ır)				X Director X Officer (giv below)		o Owner er (specify eer
	(Street)		4. If Amo	endment	t, Da	ite Origina	ıl		6. Individual or J	oint/Group Filir	ng(Check
				ed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
CI ITESEI I	2, 6,17,2007								Person		
(City)	(State)	(Zip)	Tab	le I - No	on-D	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	e) Execution any	ned n Date, if Day/Year)	3. Transa Code (Instr.		4. Securi n(A) or D (Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	Amount		Price	(Instr. 3 and 4)		
\$.0001 par value common stock	11/12/2007			M		3,230	A	\$ 0	1,871,799	D	
\$.0001 par value common stock	11/12/2007			F <u>(1)</u>		1,154	D	\$ 31.91	1,870,645	D	
\$.0001 par value common	11/12/2007			G(2)	V	2,130	D	\$ 0	1,868,515	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number Doof 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. Pric Deriva Securi (Instr.
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
deferred restricted stock unit	(3)	11/12/2007		M	3,230	<u>(4)</u>	<u>(5)</u>	common stock	3,230	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DANKBERG MARK D 6155 EL CAMINO REAL CARLSBAD, CA 92009	X		Chief Executive Officer					

Signatures

Kathleen K. Hollenbeck, under power of attorney

11/13/2007

**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).
- This entry represents the number of shares of ViaSat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation (1) of the Reporting Person. These shares were not sold by the Reporting Person but were instead offset from the total number of vested shares received by the Reporting Person from the Issuer.
- (2) Gift to Reporting Person's children not sharing Reporting Person's household.
- (3) Each restricted stock unit represents a contingent right to receive one share of ViaSat, Inc. common stock.

(4)

Reporting Owners 2

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The original deferred restricted stock unit grant was for 12,917 restricted stock units on 10/11/2006. Subject to the reporting persons election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary and 1/4 on the fourth anniversary of the grant date.

(5) Until vested, the restricted stock unti shall be subject to forfeiture in the event of termination of employment with the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.