

Gilhuley Marie  
Form 4  
October 18, 2007

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gilhuley Marie

(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  
 Officer (give title below)  Other (specify below)

CONTROLLER

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 <sup>(1)</sup>	10/16/2007		A <sup>(1)</sup>		13,333	A	<u>(1)</u> 13,333
Class A Common Stock <sup>(2)</sup>	10/16/2007		M <sup>(2)</sup>		5,121	A	<u>(2)</u> 18,454

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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class D Units of Virgin Mobile USA, LLC <sup>(2)</sup>	<u>(2)</u>	10/16/2007		<u>M</u> <sup>(2)</sup>			12	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	5,12
Options to Purchase Class D Units (right to buy) <sup>(4)</sup>	\$ 14.64	10/16/2007		<u>M</u> <sup>(4)</sup>			<u>1</u> <sup>(4)</sup>	<u>(5)</u>	12/23/2012	Class A Common Stock	28,5
Options to Purchase Class A Common Stock (right to buy) <sup>(4)</sup>	\$ 14.64	10/16/2007		<u>M</u> <sup>(4)</sup>		28,595		<u>(5)</u>	12/23/2012	Class A Common Stock	28,5
Options to Purchase Class D Units (right to buy) <sup>(4)</sup>	\$ 17.45	10/16/2007		<u>M</u> <sup>(4)</sup>			<u>1</u> <sup>(4)</sup>	<u>(6)</u>	01/13/2015	Class A Common Stock	6,40
Options to Purchase Class A Common Stock (right to buy) <sup>(4)</sup>	\$ 17.45	10/16/2007		<u>M</u> <sup>(4)</sup>		6,402		<u>(6)</u>	01/13/2015	Class A Common Stock	6,40
Options to Purchase Class D Units (right to buy) <sup>(4)</sup>	\$ 17.45	10/16/2007		<u>M</u> <sup>(4)</sup>			<u>1</u> <sup>(4)</sup>	<u>(7)</u>	07/01/2015	Class A Common Stock	8,53
Options to Purchase Class A	\$ 17.45	10/16/2007		<u>M</u> <sup>(4)</sup>		8,536		<u>(7)</u>	07/01/2015	Class A Common Stock	8,53

Common Stock (right to buy) <sup>(4)</sup>

Stock Appreciation Rights <sup>(8)</sup>	\$ 17.45	10/16/2007	M <sup>(8)</sup>	<u>1</u> <sup>(8)</sup>	<u>(9)</u>	06/01/2012	Class A Common Stock	17,0
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Options to Purchase Class A Common Stock (right to buy) <sup>(8)</sup>

Options to Purchase Class A Common Stock (right to buy) <sup>(8)</sup>	\$ 17.45	10/16/2007	M <sup>(8)</sup>	17,072	<u>(9)</u>	06/01/2012	Class A Common Stock	17,0
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Options to Purchase Class A Common Stock (right to buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gilhuley Marie 10 INDEPENDENCE BLVD, 2ND FLOOR WARREN, NJ 07059			CONTROLLER	

## Signatures

/s/ Nathan Marinoff, 10/18/2007  
Attorney-in-Fact

         \*\*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 13,333 Restricted Stock Units which vest 50% on October 10, 2008 and 50% on October 10, 2009.  
Ms. Gilhuley's 12 Restricted Class D Units of Virgin Mobile USA, LLC ("Class D Units") were exchanged for 5,121 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) Ms. Gilhuley's options to purchase Class D Units were exchanged for stock options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (5) These options are fully vested.
- (6) These options are 75% vested as of August 2, 2007 and will vest 25% on August 2, 2008.

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- (7) These options vested 50% as of July 1, 2007, will vest 25% on July 1, 2008 and 25% on July 1, 2009.
- (8) Ms. Gilhuley's Stock Appreciation Rights were exchanged for options to purchase shares of Class A Common Stock pursuant to the Reorganization Agreement.
- (9) These securities vested 25% as of June 1, 2007, will vest 25% on June 1, 2008, 25% on June 1, 2009 and 25% on June 1, 2010.
- (10) These options vest 25% on July 1, 2008, 25% on July 1, 2009, 25% on July 1, 2010 and 25% on July 1, 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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