

Palmer David F
Form 4
April 02, 2009

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Palmer David F

(Last) (First) (Middle)

2200 FLETCHER AVENUE, 4TH
FLOOR

(Street)

FORT LEE, NJ 07024

(City) (State) (Zip)

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

HUGHES Telematics, Inc. [HTC]

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

03/31/2009

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 ____ Other (specify
below) below)

Vice President

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			
Common Stock	03/31/2009		D		7,829	D	<u>(1)</u>	166,929	D	
Common Stock	03/31/2009		D		<u>58,253</u> <u>(2)</u>	D	<u>(3)</u>	108,676	D	
Common Stock	03/31/2009		A		72,224	A	<u>(3)</u>	180,900	I	Held by Trivergance, LLC <u>(4)</u>
Common Stock	03/31/2009		P		32,826	A	\$ 10	213,726	I	Held by Trivergance, LLC <u>(4)</u>

Edgar Filing: Palmer David F - Form 4

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. 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 o Number o Shares
Common Stock	<u>(2)</u>	03/31/2009		A <u>(2)</u>		58,253		<u>(2)</u>	03/31/2014	Common Stock	58,253
Common Stock	<u>(5)</u>	03/31/2009		A <u>(5)</u>		241,893		<u>(5)</u>	03/31/2014	Common Stock	241,893

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Palmer David F
2200 FLETCHER AVENUE, 4TH FLOOR
FORT LEE, NJ 07024

Vice President

Signatures

/s/ David F.
Palmer 04/02/2009

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) Shares delivered to the Issuer and cancelled in connection with the merger between HUGHES Telematics, Inc. and Polaris Acquisition Corp. (the "Merger").
- (2) Shares deposited into escrow to be released to the Reporting Person if the trading price of the Issuer's common stock equals or exceeds \$20.00 for any 20 trading days within a 30 trading-day period between the first and fifth anniversaries of the closing of the Merger.
- (3) Merger consideration.
- (4) David F. Palmer has a pecuniary interest in shares held by Trivergance, LLC.

Edgar Filing: Palmer David F - Form 4

- Shares issued into escrow as Merger consideration to be released to the Reporting Person in three tranches, as follows: (i) the first tranche of 40% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$20.00 for any 20 trading days within a 30 trading-day period between the first and fifth anniversaries of the closing of the Merger; (ii) the second tranche of 30% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$24.50 for any 20 trading days within a 30 trading-day period between the second and fifth anniversaries of the closing of the Merger; and (iii) the third tranche of 30% of such shares will be released if the trading price of the Issuer's common stock equals or exceeds \$30.50 for any 20 trading days within a 30 trading-day period between the third and fifth anniversaries of the closing of the Merger.
- (5)

Remarks:

As of the consummation of the merger between HUGHES Telematics, Inc. and Polaris Acquisition Corp., the Reporting Person

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.