

SUNCOM WIRELESS HOLDINGS, INC.  
 Form 4/A  
 February 02, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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 \*  
**DESAI ROHIT M**

2. Issuer Name and Ticker or Trading Symbol  
**SUNCOM WIRELESS HOLDINGS, INC. [SWSH.OB]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 410 PARK AVENUE, SUITE 830  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/23/2006

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  10% Owner  
 \_\_\_\_ Other (specify below)  
 Director before 10-30-2006

NEW YORK, NY 10022

4. If Amendment, Date Original Filed(Month/Day/Year)  
 10/23/2006

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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
							\$ 0
Class A Common	10/23/2006		J <sup>(1)(2)</sup>		584,950 <u>(1)</u> <u>(2)</u>	A	<u>(1)</u> <u>(2)</u>
Class A Common					113,750	D	<u>(3)</u>

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

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SEC 1474  
 (9-02)



(3) 34,750 of the Shares are subject to forfeiture.

**Remarks:**

Mr. Desai was a Director of the Issuer at the time of the filing of the Form 4 that is amended by this Form 4. Mr. Desai resigned from the Board of Directors of the Issuer on October 30, 2006.

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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