

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Eisenberg Jerome B</u> (Last) (First) (Middle) <u>C/O ORBCOMM INC.</u> <u>2115 LINWOOD AVE. SUITE 100</u> (Street) <u>FORT LEE NJ 07024</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ORBCOMM Inc. [ORBC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO and President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2006</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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⁾								149,334	D	
Restricted Stock Unit (Performance Vested) ⁽²⁾								149,334	D	
Common Stock	11/08/2006		C		20,000	A	(3)	20,000	I	by Cynthia Eisenberg
Common Stock	11/08/2006		C		133,333	A	(3)	836,165	D	
Common Stock	11/08/2006		C		88,950	A	(3)	925,115	D	
Common Stock	11/08/2006		C		15,550	A	(4)	940,665	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Warrant	\$2.325							02/17/2004	11/15/2007	Common Stock	10,490	10,490	D	
Common Stock Warrant	\$2.325							02/17/2004	03/10/2008	Common Stock	11,802	11,802	D	
Common Stock Warrant	\$2.325							02/17/2004	05/17/2008	Common Stock	5,582	5,582	D	
Common Stock Warrant	\$2.325							02/17/2004	10/03/2008	Common Stock	15,736	15,736	D	
Common Stock Warrant	\$2.325							02/17/2004	11/17/2008	Common Stock	248	248	D	

**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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Redeemable Preferred Stock	(3)	11/08/2006		C			200,000	10/08/2005	(3)	Common Stock	133,333	\$0.00	0	D	
Series A Convertible Redeemable Preferred Stock	(3)	11/08/2006		C			30,000	10/30/2004	(3)	Common Stock	20,000	\$0.00	0	I	by Cynthia Eisenberg
Series A Convertible Redeemable Preferred Stock	(3)	11/08/2006		C			133,425	02/17/2004	(3)	Common Stock	88,950	\$0.00	0	D	
Series B Convertible Redeemable Preferred Stock	(4)	11/08/2006		C			23,325	10/16/2006	(4)	Common Stock	15,550	\$0.00	0	D	
Stock Appreciation Right	(5)							(5)	(5)	Common Stock	150,000		150,000	D	
Stock Option (Right to Buy)	\$2.325							(6)	(6)	Common Stock	166,667		166,667	D	
Stock Option (Right to Buy)	\$2.775							(7)	(7)	Common Stock	33,334		33,334	D	
Stock Option (Right to Buy)	\$3.375							(8)	(8)	Common Stock	33,334		33,334	D	
Stock Option (Right to Buy)	\$4.26							(9)	(9)	Common Stock	33,334		33,334	D	
Stock Option (Right to Buy)	\$2.325							(10)	(10)	Common Stock	33,334		33,334	D	

Explanation of Responses:

- Each Time Vested Restricted Stock Unit ("TV RSU") represents the right to receive one share of common stock. One-third of the TV RSU awards will vest on each of January 1, 2007, January 1, 2008 and January 1, 2009.
- Each Performance Vested Restricted Stock Unit ("PV RSU") represents the right to receive one share of common stock. One-third of the PV RSU awards will vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008.
- The Series A Convertible Redeemable Preferred Stock was automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and had no expiration date.
- The Series B Convertible Redeemable Preferred Stock was automatically converted into common stock on the basis of two shares of common stock for every three shares of Preferred Stock and had no expiration date.
- 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. One-third of the PV SAR awards will vest based on the achievement by the employee and/or the Company of certain performance targets for each of the fiscal years 2006, 2007 and 2008. The PV SARs expire in October, 2016 and have an exercise price equal to the initial public offering price.
- 166,667 Options were issued on February 17, 2004. 68.75% were vested as of such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- 33,334 Options were issued on February 17, 2004. 68.75% were vested as of such date. The remaining 31.25% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- 33,334 Options were issued on February 17, 2004. 50% were vested as of such date. The remaining 50% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- 33,334 Options were issued on February 17, 2004. 25% were vested as of such date. The remaining 75% vest at a rate of 6.25% of the Option per quarter beginning March 31, 2004. The Options expire on February 17, 2014.
- 33,334 Options were issued on February 17, 2004 and vest at a rate of 6.25% per quarter beginning March 31, 2004. The Options expire on February 17, 2014.

/s/ Brad Franco, by power of attorney 11/13/2006

** Signature of Reporting Person Date

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

* 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).

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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