

LEAP WIRELESS INTERNATIONAL INC  
 Form 4/A  
 January 30, 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 \*  
**BURTON GRANT A**  
  
 (Last) (First) (Middle)  
  
**10307 PACIFIC CENTER COURT**  
  
 (Street)  
  
**SAN DIEGO, CA 92121**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**LEAP WIRELESS INTERNATIONAL INC [LEAP]**

3. Date of Earliest Transaction (Month/Day/Year)  
**06/08/2005**

4. If Amendment, Date Original Filed (Month/Day/Year)  
**06/03/2005**

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP, CAO and 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code V		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Non-Qualified Stock Option (right to buy)	\$ 27.32	06/08/2005 <sup>(1)</sup>	A	43,711			06/08/2010 <sup>(2)</sup>	06/08/2015	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director	10% Owner	Officer	Other
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BURTON GRANT A  
10307 PACIFIC CENTER COURT  
SAN DIEGO, CA 92121

VP, CAO and Controller

## Signatures

By: Robert J. Irving, Jr., Attorney-in-Fact For: Grant A.  
Burton

01/30/2007

        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).

(1) This report is filed to correct administrative error.

The option vests as to all the shares on June 8, 2010. The option is subject to acceleration of vesting of up to 30% of the total shares

(2) covered by the option in each 2008, 2009 and 2010 upon the Company's announcement of its financial results for the previous fiscal year, if the Company meets certain performance goals in such previous fiscal year.

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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