

Schneider Keith J
 Form 4
 July 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Schneider Keith J

(Last) (First) (Middle)
 2002 SUMMIT
 BOULEVARD, SUITE 1800
 (Street)

ATLANTA, GA 30319

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HUGHES Telematics, Inc. [HUTC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/26/2012

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)
 CEO of Networkfleet, Inc.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) Amount (D) Price | | | |
| Common Stock | 07/26/2012 | | D | 27,039 D \$ 12 0 | | D | |

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)

Edgar Filing: Schneider Keith J - Form 4

| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------|----------------------------|--------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | (D) | | | |
| Option to Purchase | \$ 1.65 | 07/26/2012 | | D | | 8,409 | <u>(1)</u> | 04/11/2017 | Common Stock | 8,409 |
| Option to Purchase | \$ 1.65 | 07/26/2012 | | D | | 28,167 | <u>(2)</u> | 04/11/2017 | Common Stock | 28,167 |
| Option to Purchase | \$ 5.19 | 07/26/2012 | | D | | 80,000 | <u>(3)</u> | 06/05/2019 | Common Stock | 80,000 |
| Option to Purchase | \$ 3.4 | 07/26/2012 | | D | | 30,000 | <u>(4)</u> | 04/27/2020 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schneider Keith J 2002 SUMMIT BOULEVARD SUITE 1800 ATLANTA, GA 30319 | | | CEO of Networkfleet, Inc. | |

Signatures

/s/ Robert Lewis, Attorney-in-Fact for Keith J. Schneider 07/27/2012

__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) Pursuant to the Agreement and Plan of Merger, dated as of June 1, 2012, by and among the Company, Verizon Communications Inc. and Verizon Telematics Inc. (the "Merger Agreement"), this option, which vested in three equal installments on each of April 9, 2008, April 9, 2009 and April 9, 2010, was cancelled in exchange for a cash payment of \$10.35 per share representing the difference between the exercise price of the option and the \$12.00 per share merger consideration.

(2) Pursuant to the Merger Agreement, this option, which provided for vesting upon the achievement of certain target trading prices of the Company's common stock prior to March 31, 2014, was cancelled without consideration.

(3) Pursuant to the Merger Agreement, this option, which vested as to 40,000 shares on June 5, 2011 and 20,000 shares on each of June 5, 2012 and July 26, 2012, was cancelled in exchange for a cash payment of \$6.81 per share representing the difference between the exercise price of the option and the \$12.00 per share merger consideration.

(4)

Edgar Filing: Schneider Keith J - Form 4

Pursuant to the Merger Agreement, this option, which vested as to 15,000 shares on April 27, 2012 and 15,000 shares on July 26, 2012, was cancelled in exchange for a cash payment of \$8.60 per share representing the difference between the exercise price of the option and the \$12.00 per share merger consideration.

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.