

Byron Marc V
 Form 4
 July 27, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Byron Marc V

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2200 FLETCHER AVENUE, 4TH FLOOR

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

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 FORT LEE, NJ 07024

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 07/26/2012 | | D | | 36,000 | D | |
| Common Stock | 07/26/2012 | | D | | 105,050 | D | Held by Trivergance, LLC ⁽¹⁾ |

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 (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 of Number of Shares |
| Common Stock | \$ 0 | 07/26/2012 | | D | 333,026 | <u>(2)</u> 03/31/2014 | Common Stock 333,026 |
| Common Stock | \$ 0 | 07/26/2012 | | D | 241,893 | <u>(2)</u> 03/31/2014 | Common Stock 241,893 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Byron Marc V 2200 FLETCHER AVENUE 4TH FLOOR FORT LEE, NJ 07024 | | X | | |

Signatures

/s/ Robert Lewis, Attorney-in-Fact for Marc V.
Byron

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) Mr. Byron has a pecuniary interest in the shares of common stock held by Trivergance, LLC.

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., these shares of common stock, which were held in escrow to be released to the Reporting Person upon the achievement of certain target trading prices of the Company's common stock prior to March 31, 2014, were cancelled without consideration.

(3) Mr. Byron controls Byron Business Ventures XX, LLC.

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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