

SUNCOM WIRELESS HOLDINGS, INC.
 Form 4/A
 February 02, 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 *
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 ⁽¹⁾⁽²⁾ | | 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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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| DESAI ROHIT M 410 PARK AVENUE SUITE 830 NEW YORK, NY 10022 | | | | Director before 10-30-2006 |

Signatures

/s/ Rohit M. Desai
02/02/2007

**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).
- On October 23, 2006 Private Equity Investors III, L.P. ("PEI III") made a pro rata distribution of all of the shares of Class A Common Stock of the Issuer ("Shares") held by it to its limited partners and its general partner, for no additional consideration. In turn, the general partner of PEI III, Rohit M. Desai Associates III, LLC ("RMDA III"), distributed the Shares received by it to its members. PEI III
- (1) distributed 4,936,832 Shares, of which 1,021,568 Shares were received and distributed by RMDA III. The aforementioned distributions are referred to collectively herein as the "Distributions". 584,950 of those Shares distributed by RMDA III were received by a trust, Irrevocable Trust No. 2 For Descendants of Rohit M. Desai (the "Trust"), for which Mr. Desai's wife serves as sole trustee. (Continued in Note (2) below)
- Mr. Desai may be deemed the beneficial owner of such 584,950 Shares held by the Trust, although he disclaims any such beneficial interest. Prior to the Distributions, Mr. Desai had historically reported an indirect ownership interest in all of the Shares held by PEI III (including the 584,950 Shares ultimately distributed to the Trust). Mr. Desai may have been deemed an indirect owner of all of such
- (2) Shares based on his position as the managing member of RMDA III. If Mr. Desai were deemed to be the beneficial owner of the 584,950 Shares held by the Trust after giving effect to the Distributions, Mr. Desai would have merely exchanged one form of indirect interest in such Shares for another. Such exchange of interest does not constitute a purchase, pursuant to Rule 16a-13, and Mr. Desai was therefore not required to report any acquisition of Shares in connection with the Distributions.

(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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