

BALDRIDGE RICHARD A
Form 4
November 14, 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 *
BALDRIDGE RICHARD A

(Last) (First) (Middle)

6155 EL CAMINO REAL

(Street)

CARLSBAD, CA 92009

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIASAT INC [VSAT]

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2012

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)

Chief Operating Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| \$.0001 par value common stock | 11/12/2012 | | M | | 10,833 | A | \$ 0 |
| \$.0001 par value common stock | 11/12/2012 | | F ⁽¹⁾ | | 5,056 | D | \$ 36.3 |
| \$.0001 par value common stock | 11/12/2012 | | G ⁽²⁾ | | 5,777 | D | \$ 0 |

| | | | | | | | | |
|---|------------|---|-------|---|------|---------|---|-----------|
| \$.0001 par value common stock | 11/12/2012 | G | 5,777 | A | \$ 0 | 101,674 | I | By Trust |
| \$.0001 par value common stock | | | | | | 1,337 | I | By 401(k) |

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)

| 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 | | | 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. 3) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----------------|----------------------|--|-----------------|---|--|------|
| | | | | | Acquired (A) | Disposed of (D) | (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | | | |
| | | | | Code | V | (A) | (D) | | | Title | Amount or Number of Shares | |
| restricted stock unit | (3) | 11/12/2012 | | M | | 6,250 | | (4) | (5) | common stock | 6,250 | \$ 0 |
| restricted stock unit | (3) | 11/12/2012 | | M | | 4,583 | | (6) | (5) | common stock | 4,583 | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BALDRIDGE RICHARD A 6155 EL CAMINO REAL CARLSBAD, CA 92009 | | | Chief Operating Officer | |

Signatures

Richard
Baldrige 11/13/2012

__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) This entry represents the number of shares of ViaSat, Inc. common stock withheld by the Issuer to satisfy the tax withholding obligation of the Reporting Person. These shares were not sold by the Reporting Person but were instead offset from the total number of vested shares received by the Reporting Person from the Issuer.
 - (2) The restricted stock unit was granted to Richard A. Baldrige, an employee of ViaSat, Inc. Upon vesting the shares were contributed to the Baldrige Family Trust.
 - (3) Each restricted stock unit represents a contingent right to receive one share of ViaSat, Inc. common stock.
 - (4) The original restricted stock unit grant was for 25,000 restricted stock units on 11/10/2009. Subject to the reporting person's election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary of the grant date and 1/4 on the fourth anniversary of the grant date.
 - (5) Until vested, the restricted stock unit shall be subject to forfeiture in the event of termination of employment or service with the Issuer.
 - (6) The original restricted stock unit grant was for 18,333 restricted stock units on 11/10/2010. Subject to the reporting person's election to defer the receipt of the common stock, the units vest and convert into shares of common stock (on a 1 for 1 basis) at the rate of 1/4 on the 13th month anniversary of the grant date; 1/4 on the second anniversary of the grant date; 1/4 on the third anniversary of the grant date and 1/4 on the fourth anniversary of the grant date.

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.