

Byron Marc V
Form 4
June 15, 2012

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 *
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)
06/14/2012

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	06/14/2012		S	621,293 D \$ 11.8499	0	I	Held by Byron Business Ventures XX, LLC ⁽¹⁾
Common Stock					36,000	D	
Common Stock					105,050	I	Held by Trivergance, LLC ⁽²⁾

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 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. Pr Deri Secu (Inst	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 0					(3) 03/31/2014	Common Stock	333,026	
Common Stock	\$ 0					(4) 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/ Marc V.
Byron 06/15/2012

**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 controls Byron Business Ventures XX, LLC.

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

(3) Shares of common stock held in escrow to be released to the Reporting Person if the trading price of the Company's common stock equals or exceeds \$20.00 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014.

Shares of common stock held in escrow to be released to the Reporting Person in three tranches as follows: (i) the first tranche of 40% of such shares will be released if the trading price of the Company's common stock equals or exceeds \$20.00 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014; (ii) the second tranche of 30% of such shares will be released if the trading price of the Company's common stock equals or exceeds \$24.50 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014; and the third tranche of 30% of such shares will be released if the trading price of the Company's common stock equals or exceeds \$30.50 per share for any 20 trading days within a 30 trading-day period prior to March 31, 2014.

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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