

OMB APPROVAL

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longer subject to Section
16. Form 4 or Form 5
obligations may
continue. See Instruction
1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person * Samuelson Robert <hr/> (Last) (First) (Middle) C/O VIRGIN MANAGEMENT LIMITED, 120 CAMPDEN HILL ROAD <hr/> (Street) LONDON X0 W87AR <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Virgin Mobile USA, Inc. [VM] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 11/24/2009 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			
Class A Common Stock	11/24/2009		J ⁽¹⁾⁽²⁾		24,001	D	⁽²⁾	0	D	

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 Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. On October 16, 2007 and December 23, 2008 Restricted Stock Units were granted to the reporting person in connection with Virgin Mobile USA, Inc.'s regular director compensation arrangements. Pursuant to arrangements between the Virgin Group and directors of Virgin Mobile USA, Inc. who are employed by the Virgin Group, Mr. Samuelson previously reported that he may not have a beneficial ownership interest in all or any of such Restricted Stock Units. Mr. Samuelson disclaims beneficial ownership of such securities and all other securities reported in column 5 of Table I, except to the extent of his pecuniary interest therein, if any, and the inclusion of the securities in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or any other purpose.

2. In connection with the vesting of the Restricted Stock Units received on October 16, 2007 and on December 23, 2008 at the effective time of the merger contemplated by the Merger Agreement dated July 27, 2009 among the Issuer, Sprint Nextel Corporation, and Sprint Mozart, Inc., pursuant to arrangements between the Virgin Group and such directors, Corvina Holdings Limited purchased from the reporting person all of the Class A Common Stock held by such reporting person for an aggregate price of \$123,012.50, or approximately \$5.13 per share.

/s/ Nathan Marinoff,
Attorney-in-Fact

11/24/2009

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.