

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 _____ 10% Owner
 ____ Officer (give title below) 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>	584,950	I	Trust
Class A Common								113,750	D ⁽³⁾	

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

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(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.

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.