

TARGOFF MICHAEL B
Form 4
February 24, 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 *
TARGOFF MICHAEL B

(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)
02/17/2012

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)

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 Indirect Beneficial Ownership (Instr. 4)
\$.0001 par value common stock	02/22/2012		M	10,000 A	\$ 22 60,950	D	
\$.0001 par value common stock	02/22/2012		S	5,000 D	\$ 45.374 55,950	D	
\$.0001 par value common stock	02/22/2010		S	5,000 D	\$ 45.464 50,950	D	

\$.0001 par value common stock	02/22/2012	M	10,000	A	\$ 23.12	60,950	D
\$.0001 par value common stock	02/22/2012	S	5,000	D	\$ 45.15	55,950	D
\$.0001 par value common stock	02/22/2012	S	2,500	D	\$ 45.4216	53,450	D
\$.0001 par value common stock	02/22/2012	S	2,500	D	\$ 45.3771	50,950	D

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. Amount or Number of Shares
stock option	\$ 22	02/22/2012		M	10,000	10/02/2009 10/02/2014	common stock	10,000
stock option	\$ 23.12	02/22/2012		M	10,000	(1) 09/09/2015	common stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

TARGOFF MICHAEL B
6155 EL CAMINO REAL X
CARLSBAD, CA 92009

Signatures

Kathleen K. Hollenbeck, under power of
attorney

02/24/2012

__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) The option vested 3,334 shares on 09/09/2006; 3,333 shares on 09/09/2007 and 3,333 shares on 09/09/2008.

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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