

Jonker Niels
Form 4
November 22, 2011

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 *
Jonker Niels

2. Issuer Name and Ticker or Trading Symbol
BOINGO WIRELESS INC [WIFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2011

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Technology Officer

C/O BOINGO WIRELESS, INC., 10960 WILSHIRE BLVD., SUITE 800

(Street)

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

LOS ANGELES, CA 90024

(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 |
| Common Stock | 11/21/2011 | | M | | 60,000 | A | \$ 0.75 |
| | | | | | 124,000 | | |
| Common Stock | 11/21/2011 | | S | | 60,000 | D | \$ 8.396 |
| | | | | | | | (1) |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 11/21/2011 | | M | 3,100 | <u>(2)</u> 07/01/2012 | Common Stock 3,100 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 11/21/2011 | | M | 22,560 | <u>(3)</u> 03/02/2014 | Common Stock 22,560 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 11/21/2011 | | M | 27,640 | <u>(4)</u> 11/01/2014 | Common Stock 27,640 |
| Employee Stock Option (Right to Buy) | \$ 0.75 | 11/21/2011 | | M | 6,700 | <u>(5)</u> 08/16/2015 | Common Stock 6,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Jonker Niels C/O BOINGO WIRELESS, INC. 10960 WILSHIRE BLVD., SUITE 800 LOS ANGELES, CA 90024 | | | Chief Technology Officer | |

Signatures

/s/ Peter Hovenier as Attorney-in-Fact for Niels Jonker 11/22/2011

__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).
Price reflected is the weighted-average sale price for shares sold. The range of sale prices for the transactions reported was \$8.28 to
(1) \$8.672 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (2) The shares subject to this option are exercisable with respect to 1/4th of the shares on July 1, 2003 and an additional 1/36th of the remaining shares subject to this option each month thereafter.
- (3) The shares subject to this option are exercisable with respect to 1/4th of the shares on January 1, 2005 and an additional 1/36th of the remaining shares subject to this option each month thereafter.
- (4) The shares subject to this option are exercisable with respect to 1/4th of the shares on August 25, 2005 and an additional 1/36th of the remaining shares subject to this option each month thereafter.
- (5) The shares subject to this option are exercisable with respect to 1/4th of the shares on August 16, 2006 and an additional 1/36th of the remaining shares subject to this option each month thereafter.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on Sep

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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