ALAMOSA HOLDINGS INC

Form 4 June 02, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

SHARBUTT DAVID E

(Last) (First) (Middle)

(State)

(Month/Day/Year)

5225 S LOOP 289

(Street)

LUBBOCK, TX 79424

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

ALAMOSA HOLDINGS INC [APCS]

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

05/31/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Form filed by More than One Reporting Person

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 3. 4. Securities Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year)

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

(A)

Following Reported Transaction(s) (Instr. 3 and 4)

Issuer

below)

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed

Derivative Conversion Security or Exercise

(Month/Day/Year) Execution Date, if

any

4. 5. TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Executive Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person

(T)

(Instr. 4)

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

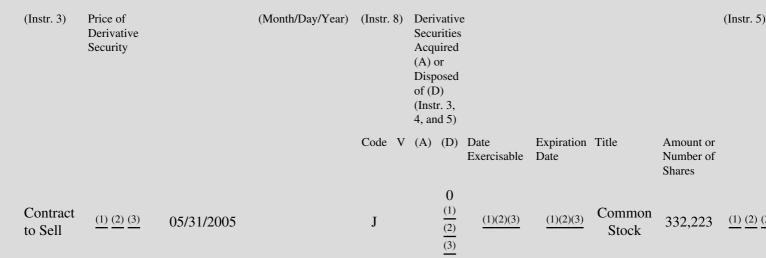
Indirect

Estimated average

burden hours per

8. Price Derivativ Security

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARBUTT DAVID E 5225 S LOOP 289 LUBBOCK, TX 79424

Chief Executive Officer

Signatures

Melinda Wheatley, Attorney-in-fact

06/01/2005

**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).
- On May 31, 2005, the Reporting Person entered into a variable forward contract with an unaffiliated securities brokerage firm relating to up to 332,223 shares of Alamosa Holdings, Inc. common stock ("Common Stock"). Pursuant to the contract, the brokerage firm sold an aggregate of 332,223 shares of Common Stock into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended.
 - The variable forward contract provides that on May 31, 2010, Reporting Person will deliver, in the aggregate, a number of shares of Common Stock to the brokerage firm (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less
- (2) than the downside floor, a delivery of 332,223 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor, a delivery of between 227,239 and 332,223 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price.
- Pursuant to the variable forward contract, the Reporting Person has the option to cash settle the contract, with the cash settlement amount (3) being equal to the number of shares to be delivered multiplied by the relevant price. The Reporting Person has pledged 332,223 shares of Common Stock to the brokerage firm as security for its obligation to deliver shares at the termination of the contract.
- (4) Five S Limited, of which the Reporting Person is a limited partner and exercises control over the general partner or investment control over the partnership's portfolio transactions, owns 475.42 shares of Common Stock and 1,455,000 stock options.

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.

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