MARTIN BOB L

Form 4

November 04, 2002

FORM 4

__ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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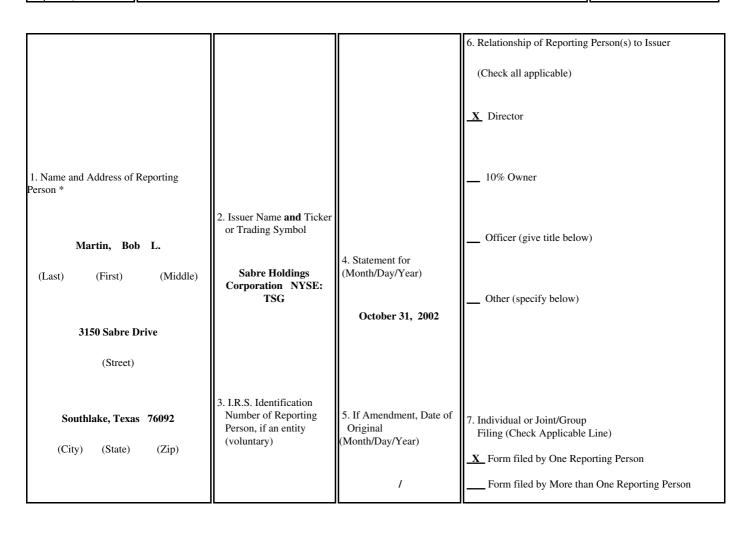


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D)	Owned Following Reported	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Code	V	Amount	(A) or (D)	Price		
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	2. Conversion	2	3A. Deemed	Code			vative rities iired or osed o)	s I I 6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially	10. Ownership Form of Derivative Securities:	
Security	or Exercise Price of Derivative	Transaction Date (Month/Day/ Year)	Execution Date, if any (Month/Day/ Year)		V	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number	umber Security Transacti of (Instr. 5) (Instr. 4)		Direct (D) or Indirect s) (I)	11. Nof Ind Bene Own (Instr
Stock Equivalent Unit	1-for-1	10/31/2002		A (1)		54.8		(1)	(1)	Class A Common Stock	54.8	18.25	8,175.5	D	
			<u> </u>] <u> </u>

Explanation of Responses:	
(1) Stock Equivalent Units are accrued under The SABRE Group Holdings, Inc. 1996 Directors' Stock Equivalent Unit Deferral Plan (as amended) and are to be settled in cash after the Reporting Person leaves the board of directors.	

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11/4/2002

/s/ Bob L. Martin

** Signature of Reporting Person	Date
by James F. Brashear, attorney-in-fact	
Reminder: Report on a separate line for each class of securities beneficially owned dire	ectly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v).	
** Intentional misstatements or omissions of facts constitute Federal Criminal Violatic See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	ons.
Note: File three copies of this Form, one of which must be manually signed. If space	is insufficient, see Instruction 6 for procedure.
the state of the s	
http://www.sec.gov/divisions/corpfin/forms/form4.htm	
Last update: 09/05/2002	