

NEXTEL PARTNERS INC
Form 4
December 03, 2004

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 *
Allen Linda Sue

(Last) (First) (Middle)
10120 W. 76TH STREET
(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEXTEL PARTNERS INC [NXTP]

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2004

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)
Chief Accounting Officer

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/01/2004		M		15,000	A	\$ 1.85 19,006
Class A Common Stock	12/01/2004		S ⁽¹⁾		53	D	\$ 18.25 18,953
Class A Common Stock	12/01/2004		S ⁽¹⁾		1,567	D	\$ 18.24 17,386
Class A Common	12/01/2004		S ⁽¹⁾		848	D	\$ 16,538 18.22

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Stock								
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	15	D	\$ 18.2	16,523		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	759	D	\$ 18.17	15,764		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	796	D	\$ 18.13	14,968		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	253	D	\$ 18.1	14,715		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	2,506	D	\$ 18.09	12,209		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	98	D	\$ 18.06	12,111		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	655	D	\$ 18.05	11,456		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	437	D	\$ 18.04	11,019		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	471	D	\$ 18.03	10,548		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	451	D	\$ 18.02	10,097		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	342	D	\$ 18.01	9,755		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	5,514	D	\$ 18	4,241		D
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	235	D	\$ 17.9	4,006 ⁽²⁾ ⁽³⁾		D

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

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(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)	\$ 1.85	12/01/2004		M	15,000	⁽⁴⁾ 12/31/2009	Class A Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Allen Linda Sue 10120 W. 76TH STREET EDEN PRAIRIE, MN 55344			Chief Accounting Officer	

Signatures

Suzanne Roen, Attorney-in Fact for Linda Sue Allen
12/03/2004

__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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 23, 2004.
- (2) The Reporting Person sold an aggregate of 15,000 shares on December 1, 2004 in multiple transactions at varying prices.
- (3) Includes 4,006 shares acquired under the Nextel Partners, Inc. Stock Purchase Plan.
- (4) Options vested in three equal annual installments beginning December 31, 2000.

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.