

NEXTEL PARTNERS INC
Form 4
March 03, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)

03/01/2005

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 or Price | | |
| Class A Common Stock | 03/01/2005 | | M | | 15,000 A \$ 1.85 | 19,006 | D |
| Class A Common Stock | 03/01/2005 | | S ⁽¹⁾ | | 1,053 D \$ 20.08 | 17,953 | D |
| Class A Common Stock | 03/01/2005 | | S ⁽¹⁾ | | 1,369 D \$ 20.03 | 16,584 | D |
| Class A Common | 03/01/2005 | | S ⁽¹⁾ | | 1,364 D \$ 20.01 | 15,220 | D |

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| | | | | | | | |
|----------------------------|------------|------------------|-------|---|----------|-------------------------------------|---|
| Stock | | | | | | | |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 3,600 | D | \$ 20 | 11,620 | D |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 825 | D | \$ 19.98 | 10,795 | D |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 842 | D | \$ 19.96 | 9,953 | D |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 1,684 | D | \$ 19.95 | 8,269 | D |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 168 | D | \$ 19.94 | 8,101 | D |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 421 | D | \$ 19.92 | 7,680 | D |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 768 | D | \$ 19.91 | 6,912 | D |
| Class A Common Stock | 03/01/2005 | S ⁽¹⁾ | 2,906 | D | \$ 19.9 | 4,006 ⁽²⁾ ⁽³⁾ | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 | 03/01/2005 | 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 | 03/03/2005 |
| **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).
- (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 March 1, 2005 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.