

RILEY THOMAS F

Form 4

June 20, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
RILEY THOMAS F2. Issuer Name and Ticker or Trading
Symbol
ALAMOSA HOLDINGS INC
[APCS]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

5 NORTH MCCORMICK

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/17/2005☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

OKLAHOMA CITY, OK 73127

(City) (State) (Zip)

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**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 (D) Price			

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				0								
				(1)								
Contract	(1) (2) (3)			(2)					(1)(2)(3)(4)(5)	(1)(2)(3)(4)(5)	Common	3,000,000
to Sell	(4) (5)	06/17/2005	J	(3)							Stock	
				(4)								
				(5)								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY THOMAS F 5 NORTH MCCORMICK OKLAHOMA CITY, OK 73127	X			

Signatures

Thomas F.
Riley, Jr. 06/20/2005

**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) On June 15, 2005, the Reporting Person entered into a postpaid forward contract with an unaffiliated securities brokerage firm relating to up to 3,000,000 shares of Alamosa Holdings, Inc. common stock ("Common Stock"). Pursuant to the contract, the brokerage firm sold an aggregate of 3,000,000 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.

(2) The postpaid forward contract provides that (i) on June 19, 2006, 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 than the downside floor price of \$10.51, a delivery of 500,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$15.83), a delivery of between 331,965 and 500,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price; (continued to footnote 3)

(3) (ii) the postpaid forward contract provides that on December 18, 2006, 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 than the downside floor price of \$9.86, a delivery of 1,250,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$16.86), a delivery of between 731,020 and 1,250,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price; (continued to footnote 4)

(4) (iii) the postpaid forward contract provides that on June 18, 2007, 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

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than the downside floor price of \$9.86, a delivery of 1,250,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$17.37), a delivery of between 709,557 and 1,250,000 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
- (5) being equal to the number of shares to be delivered multiplied by the relevant price. The Reporting Person has pledged 3,000,000 shares of Common Stock to the brokerage firm as security for its obligation to deliver shares at the termination of the contract.
- (6) Chickasaw Holdings Inc., of which the Reporting Person is an officer and director, owns 3,000,000 shares of Common Stock.

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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