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MARSHALL SCHUYLER B Form 5 January 22, 2003

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 5

ANNUAL 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

- O Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- O Form 3 Holdings Reported
- O Form 4 Transactions Reported

| • | Name and Address of Reporting Person* | | Issuer Name and Ticker or Trading Symbol | 3. | I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) | | | |
|---|---------------------------------------|----|---|----|--|--|--|--|
| | Marshall, Schuyler B. | | Alamosa Holdings, Inc. (APS**) | | | | | |
| | (Last) (First) (Middle) | _ | | _ | | | | |
| | 100 Crescent Court, Suite 1700 | 4. | Statement for Month/Year December 31, 2002 | | If Amendment, Date of Original (Month/Year) | | | |
| | (Street) | 6. | Relationship of Reporting Person(s) to Issuer (Check All Applicable) | 7. | Individual or Joint/Group Reporting (Check Applicable Line) | | | |
| | Dallas, TX 75201 | | X Director O 10% Owner | | x Form filed by One Reporting Person | | | |
| | (City) (State) (Zip) | - | O Officer (give title below) | | 0 | | | |

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| O | Other (specify below) | Form filed by More |
|---|-----------------------|--------------------|
| | | than One Reporting |
| | | Person |
| | | |

- * If the form is filed by more than one reporting person, see instruction 4(b)(v).
- ** Formerly APCS

| | | Tal | ole I | Non-Derivative S | Sec | urities Acq | uired, Disposed o | of, or Be | neficially Ov | wne | d | | |
|----|---------------------------------|-----------------------------------|-------|--|-----|------------------------------------|---|-----------|---|-----|---|----|--|
| 1. | Title of 2. Security (Instr. 3) | Transaction Date (Month/Day/Year) | 2A. | Deemed Execution Date, if any (Month/Day/Year) | 3. | Transacto Code (Instr. 8) | nSecurities Acquire (A) or Disposed of (D) (Instr. 3, 4 and 5) |) | Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4) | 6. | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. | Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | | | (A) or Amount (D) Pr | rice | | | | | |
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Title of Derivative 2. Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | 3. Transaction Date 3A (Month/Day/Year) | Deemed Execution 4 Date, if any (Month/Day/Year) | S. Transaction Code (Instr. 8) | 5. Number of Deriva Securities Acquired (A) or D (D) (Instr. 3, 4 and 5) | |
|--|--|---|--|--------------------------------------|--|-------------|
| | | | | | (A) (D) | _ |
| Employee Stock Option (right to buy) | \$3.52 | 02/27/02 | | A | 3,670 | |
| Employee Stock Option (right to buy) | \$4.99 | 04/29/02 | | A | 13,375 | _ |
| | | | | | | |
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| Date Exercine Expiration 1 (Month/Day/ | | Title and A of Underlying Securities (Instr. 3 and | | Price of 9. Derivative Security (Instr. 5) | Number of Derivative 10 Securities Beneficially Owned at End of Year (Instr. 4) | D. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownershi (Instr. 4) |
|--|--------------------|--|--------------------------------|--|---|--|---|
| Date Exercisable | Expiration Date | N | nount or umber of Shares | | | | |
| 2/27/02 | 2/27/12 | Common Stock | 3,670 | | 3,670 | D | N/A |
| 4/29/02 | 4/29/12 | Common Stock | 13,375 | | 13,375 | D | N/A |
| | | | | | | | |
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| xplanation (| of Response | s: | | | | | |
| | | /s/ Scł | nuyler B. | | 1/22/03 | | |
| | - | Ma | rshall | | Date | | |
| | | Schuyler **Signature | B. Marsha | | | | |

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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