

NEXTEL PARTNERS INC
Form 4
December 03, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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)
Class A Common Stock	12/01/2004		M	15,000	A \$ 1.85	19,006	D
Class A Common Stock	12/01/2004		S ⁽¹⁾	53	D \$ 18.25	18,953	D
Class A Common Stock	12/01/2004		S ⁽¹⁾	1,567	D \$ 18.24	17,386	D
Class A Common	12/01/2004		S ⁽¹⁾	848	D \$ 18.22	16,538	D

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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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SEC 1474
(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 begining December 31, 2000.

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