

ALAMOSA HOLDINGS INC
Form 4
April 22, 2005

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 *
ROBERTS MICHAEL V

2. 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)
1408 N. KINGSHIGHWAY, SUITE
300

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
ST. LOUIS, MO 63113

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

(City) (State) (Zip)

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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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Contract to Sell	(1) (2) (3)	04/20/2005	J		0 (1) (2) (3)		(1)(2)(3)	(1)(2)(3)	Common Stock	550,000	(1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROBERTS MICHAEL V 1408 N. KINGSHIGHWAY, SUITE 300 ST. LOUIS, MO 63113	X

Signatures

/s/ Melinda J. Wheatley,
Attorney-in-fact
04/22/2005

**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 Reporting Person entered into a prepaid variable share forward contract with an unaffiliated securities brokerage firm relating to up to 550,000 shares (the "Base Shares") of Alamosa Holdings, Inc. common stock ("Common Stock"). Pursuant to the contract, the brokerage firm sold an aggregate of 550,000 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) Pursuant to the prepaid variable share forward contract, in exchange for a cash payment of \$5,373,175.50, the Reporting Person has agreed to deliver a number of shares of Common Stock to the brokerage firm on October 20, 21, 22, 25 and 26 of 2010 (each, a "Settlement Date") equal to: (i) if the price of Common Stock at the close of business on the third business day preceding the applicable Settlement Date (the "Relevant Price") is less than or equal to \$11.63 per share (the "Floor Price"), then 20% of the Base Shares; (ii) if the Relevant Price is greater than the Floor Price but less than \$20.67 per share (the "Cap Price"), then 20% of the Base Shares multiplied by the Floor Price divided by the Relevant Price; and (iii) if the Relevant Price is greater than or equal to the Cap Price, then 20% of the Base Shares multiplied by a fraction equal to one minus the fraction where (x) the numerator is the Cap Price less the Floor Price and (y) the denominator is the Relevant Price.

(3) Pursuant to the prepaid variable share forward contract, the Reporting Person has the option to cash settle the contract, with the cash settlement amount being equal to the number of shares to be delivered multiplied by the Relevant Price. The Reporting Person has pledged 550,000 shares of Common Stock to the brokerage firm as security for its obligation to deliver shares at the termination of the contract.

Remarks:

Exhibit List

Exhibit 24 - Confirming Statement

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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