

TRITON PCS HOLDINGS INC
Form SC 13G/A
February 14, 2001

THIS PAPER DOCUMENT IS BEING SUBMITTED PURSUANT TO
RULE 901 9(d) OF REGULATION S-T

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Triton PCS Holdings, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.01 per share
(Title of Class of Securities)

89677M106
(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this

Schedule is filed:

[X]

Rule 13d-1(b)

[]

Rule 13d-1(c)

[]

Rule 13d-1(d)

CUSIP No. 89677M106

1.

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

First Union Corporation
56-0898180

2.

Check the Appropriate Box if a Member of a Group (See
Instructions)

(a)

(b)

3.

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SEC Use Only

4.
Citizenship or Place of Organization
North Carolina

Number of Shares Beneficially Owned by Each Reporting
Person With

5.
Sole Voting Power 3708701

6.
Shared Voting Power 0

7.
Sole Dispositive Power 3695401

8.
Shared Dispositive Power 750

9.
Aggregate Amount Beneficially Owned by Each Reporting Person
3708751

10.
Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)
Not Applicable.

11.
Percent of Class Represented by Amount in Row (11)
6.9%

12.
Type of Reporting Person (See Instructions)
Parent Holding Company (HC)

Item 1.

(a) Name of Issuer
Triton PCS Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices
375 Technology Drive

Malvern, Pennsylvania 19355

Item 2.

(a) Name of Person Filing
First Union Corporation

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(b) Address of Principal Business Office or, if none, Residence
One First Union Center
Charlotte, North Carolina 28288-0137

(c) Citizenship
North Carolina

(d) Title of Class of Securities
Common Stock, Par Value \$.01 per share

(e) CUSIP Number
337358105

Item 3.

If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or c), check whether the person filing is a:

(g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);

Item 4.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)
Amount beneficially owned: 3708751.

(b)
Percent of class: 6.9%.

(c)
Number of shares as to which the person has:

(i)
Sole power to vote or to direct the vote 3708701.

(ii)
Shared power to vote or to direct the vote 0.

(iii)
Sole power to dispose or to direct the disposition of 3695401.

(iv)
Shared power to dispose or to direct the disposition of 750.

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Item 5.
Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6.
Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable.

Item 7.
Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

First Union Corporation is filing this schedule pursuant to Rule 13d-1(b)(1)(ii)(G) as indicated under Item 3(g). The relevant subsidiaries are Evergreen Asset Management Corp. (IA), First Union Securities, Inc. (IA) and First Union National Bank (BK). Evergreen Asset Management Corp. and First Union Securities Inc. are investment advisors for mutual funds and other clients; the securities reported by these subsidiaries are beneficially owned by such mutual funds or other clients. The other First Union entity listed above holds the securities reported in a fiduciary capacity for its respective customers.

Item 8.
Identification and Classification of Members of the Group
Not Applicable.

Item 9.
Notice of Dissolution of Group
Not Applicable.

Item 10.
Certification

(a)
The following certification shall be included if the statement is filed pursuant to 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

02/14/2001

Date

Signature

Karen F. Knudtsen, Vice President & Trust Officer

Name/Title