

VALOR COMMUNICATIONS GROUP INC
 Form 4
 February 16, 2005

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Khoury Todd

2. Issuer Name and Ticker or Trading Symbol
 VALOR COMMUNICATIONS GROUP INC [VCG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 non-company director

(Last) (First) (Middle)
 C/O VALOR COMMUNICATIONS GROUP, INC., 201 E. JOHN CARPENTER FREEWAY, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
 02/08/2005

(Street)
 IRVING, TX 75062

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 Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.0001 | 02/14/2005 | | P | 9,603,676 A | \$ 15 (1) 9,603,676 | I | By affiliates of Vestar Capital Partners. (2) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Khoury Todd
C/O VALOR COMMUNICATIONS GROUP, INC.
201 E. JOHN CARPENTER FREEWAY, SUITE 200
IRVING, TX 75062

non-company director

Signatures

/s/ William M. Ojile, Jr. 02/16/2005

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) Represents shares received pursuant to the Company's reorganization at a deemed purchase price of \$15.00 per share.

Shares are held by Vestar Capital Partners^{III}, L.P. ("VCP III"), Vestar Capital Partners^{IV}, L.P. ("VCP IV") and Vestar/ Valor LLC ("V/V"). The general partner of VCP III is Vestar Associates^{III}, L.P. The general partner of Vestar Associates^{III}, L.P. is Vestar Associates Corporation^{III} ("VAC III"). VAC^{III} exercises voting and investment control over shares held by VCP III. The general

(2) partner of VCP IV is Vestar Associates^{IV}, L.P. The general partner of Vestar Associates^{IV}, L.P. is Vestar Associates Corporation^{IV} ("VAC IV"). The managing member of V/V is Vestar Capital Partners^{IV}, LP. The general partner of Vestar Associates^{IV}, LP is VAC^{IV}. VAC^{IV} exercises voting and investment control over the shares held by VCP IV and V/V. Mr. Khoury is an officer of VAC III and VAC IV, and may be deemed to share beneficial ownership of the shares held by VAC^{III} and VAC^{IV}. Mr. Khoury disclaims beneficial ownership of such shares.

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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