

NEXTEL PARTNERS INC
Form 4
March 02, 2005

FORM 4

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

OMB APPROVAL

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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 *
MANNING DONALD J

(Last) (First) (Middle)

4500 CARILLON POINT

(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NEXTEL PARTNERS INC [NXTP]

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

02/28/2005

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)

Vice President and Secretary

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 (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 | (A) or (D) | Price |
| Class A Common Stock | 02/28/2005 | | M | | 12,500 | A | \$ 1.67 74,500 |
| Class A Common Stock | 02/28/2005 | | S ⁽¹⁾ | | 1,995 | D | \$ 20.1 72,505 |
| Class A Common Stock | 02/28/2005 | | S ⁽¹⁾ | | 794 | D | \$ 20.06 71,711 |
| Class A Common | 02/28/2005 | | S ⁽¹⁾ | | 117 | D | \$ 20.05 71,534 |

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Stock

| | | | | | | | |
|----------------------------|------------|-------------------------|-------|---|-------------|--------|------------------|
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 928 | D | \$ 20.02 | 70,606 | D |
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 1,404 | D | \$ 20 | 69,202 | D |
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 105 | D | \$ 19.98 | 69,097 | D |
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 702 | D | \$ 19.96 | 68,395 | D |
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 1,249 | D | \$ 19.95 | 67,146 | D |
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 1,596 | D | \$ 19.94 | 65,550 | D |
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 3,199 | D | \$ 19.93 | 62,351 | D |
| Class A Common Stock | 02/28/2005 | <u>S</u> ⁽¹⁾ | 351 | D | \$ 19.92 | 62,000 | D ⁽²⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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) | \$ 1.67 | 02/28/2005 | | M | 12,500 | <u>(3)</u> | 01/29/2009 | Class A Common Stock | 12,500 |
|--|---------|------------|--|---|--------|------------|------------|----------------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MANNING DONALD J 4500 CARILLON POINT KIRKLAND, WA 98033 | | | Vice President and Secretary | |

Signatures

/s/ Donald J.
Manning

03/02/2005

**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 sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Person on March 13, 2004.
- (2) The Reporting Person sold an aggregate of 12,500 shares on February 28, 2005 in multiple transactions at various prices.
- (3) The Options vested in three equal annual installments beginning on January 29, 2000.

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