

SPRINT NEXTEL CORP
Form 4
March 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
WALKER KATHRYN A

(Last) (First) (Middle)

2001 EDMUND HALLEY DRIVE

(Street)

RESTON, VA 20191

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPRINT NEXTEL CORP [S]

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2006

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 Network 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 (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 or Price | | |
| Common Stock | 03/08/2006 | | M | | 624 A \$ 8.526 | 192,369 | D |
| Common Stock | 03/08/2006 | | M | | 2,500 A \$ 19.55 | 194,869 | D |
| Common Stock | 03/08/2006 | | M | | 1,875 A \$ 11.523 | 196,744 | D |
| Common Stock | 03/08/2006 | | M | | 25,300 A \$ 12.965 | 222,044 | D |
| Common Stock | 03/08/2006 | | M | | 15,950 A \$ 14.025 | 237,994 | D |

Edgar Filing: SPRINT NEXTEL CORP - Form 4

| | | | | | | | | |
|--------------|------------|---|---------|---|----------|------------------------|---|--------------------|
| Common Stock | 03/08/2006 | M | 20,000 | A | \$ 8.65 | 257,994 | D | |
| Common Stock | 03/08/2006 | M | 40,000 | A | \$ 11.78 | 297,994 | D | |
| Common Stock | 03/08/2006 | S | 106,249 | D | \$ 24.82 | 191,745 ⁽¹⁾ | D | |
| Common Stock | 03/09/2006 | I | 7,108 | D | \$ 25.01 | 0 ⁽²⁾ | I | By Issuer's 401(k) |

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.

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 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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option(right to buy) | \$ 19.55 | 03/08/2006 | | M | 2,500 | ⁽³⁾ 02/11/2007 | Common Stock | 2,500 | |
| Non-Qualified Stock Option(right to buy) | \$ 12.965 | 03/08/2006 | | M | 25,300 | ⁽³⁾ 02/19/2012 | Common Stock | 25,300 | |
| Non-Qualified Stock Option(right to buy) | \$ 14.025 | 03/08/2006 | | M | 15,950 | ⁽³⁾ 02/28/2012 | Common Stock | 15,950 | |
| Non-Qualified Stock Option(right to buy) | \$ 11.78 | 03/08/2006 | | M | 40,000 | ⁽⁴⁾ 03/27/2013 | Common Stock | 40,000 | |
| | \$ 8.526 | 03/08/2006 | | M | 624 | ⁽³⁾ 02/11/2007 | | 624 | |

| | | | | | | | | | |
|--|-----------|------------|---|--------|------------|------------|--|--------------|------|
| Non-Qualified Stock Option(right to buy) | | | | | | | | Common Stock | |
| Non-Qualified Stock Option(right to buy) | \$ 11.523 | 03/08/2006 | M | 1,875 | <u>(3)</u> | 02/09/2008 | | Common Stock | 1,8 |
| Non-Qualified Stock Option(right to buy) | \$ 8.65 | 03/08/2006 | M | 20,000 | <u>(4)</u> | 03/27/2013 | | Common Stock | 20,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WALKER KATHRYN A 2001 EDMUND HALLEY DRIVE RESTON, VA 20191 | | | Chief Network Officer | |

Signatures

/s/ Richard Montfort
Attorney-in-Fact

03/10/2006

__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) Includes 149,795 shares of restricted stock or share units, which are subject to forfeiture until they vest.
- (2) Transfer of these shares held by Sprint Nextel 401(k)company stock fund.
- (3) Options fully vested.
- (4) These options become exercisable at the rate of 25% of the number of shares granted on each of the first four anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.