

DONAHUE TIMOTHY M
Form 4
August 16, 2005

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 *
DONAHUE TIMOTHY M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2001 EDMUND HALLEY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2005

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

(Street)
RESTON, VA 20191

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	08/12/2005		A		628,902 (1)	D	
Common Stock	08/12/2005(2)		A		\$ 0 (2)	D	

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option(right to buy)	\$ 5.82	08/12/2005		A		325,000		(5)	02/12/2007	Common Stock	
Non-Qualified Stock Option(right to buy)	\$ 10.22	08/12/2005		A		520,000		(5)	02/11/2008	Common Stock	
Non-Qualified Stock Option(right to buy)	\$ 11.75	08/12/2005		A		455,000		(5)	02/18/2009	Common Stock	
Non-Qualified Stock Option(right to buy)	\$ 47.64	08/12/2005		A		650,000		(5)	02/17/2010	Common Stock	
Non-Qualified Stock Option(right to buy)	\$ 17.16	08/12/2005		A		650,000		(5)	02/20/2011	Common Stock	
Non-Qualified Stock Option(right to buy)	\$ 11.7	08/12/2005		A		325,000		(5)	04/16/2011	Common Stock	
Non-Qualified Stock Option(right to buy)	\$ 7.83	08/12/2005		A		325,000		(5)	09/05/2011	Common Stock	
Non-Qualified Stock Option(right to buy)	\$ 3.86	08/12/2005		A		477,142		(7)	02/13/2012	Common Stock	
	\$ 4.12	08/12/2005		A		887,858		(8)	04/23/2012		

Option Type	Exercise Price	Grant Date	Class	Quantity	Notes	Expiration Date	Stock Type
Non-Qualified Stock Option(right to buy)							Common Stock
Non-Qualified Stock Option(right to buy)	\$ 9.47	08/12/2005	A	520,000	(8)	02/13/2013	Common Stock
Non-Qualified Stock Option(right to buy)	\$ 21.03	08/12/2005	A	325,000	(9)	02/11/2014	Common Stock
Non-Qualified Stock Option(right to buy)	\$ 22.62	08/12/2005	A	325,000	(8)	02/24/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DONAHUE TIMOTHY M 2001 EDMUND HALLEY DRIVE RESTON, VA 20191	X		Chairman	

Signatures

/s/ Richard Montfort
Attorney-in-Fact

08/16/2005

__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).

The shares of series 1 common stock were acquired pursuant to the merger agreement between Nextel Communications, Inc. and Sprint Corporation, which provides for the conversion of each outstanding share of Nextel class A common stock into approximately 1.2675 shares of Sprint Nextel common stock and cash equal to the product of the cash ratio of 0.0325 and the average of the per share closing prices of shares of Sprint series 1 common stock during the 20 trading day period on the New York Stock Exchange ending on (and including) the August 12, 2005, the closing date of the merger, and each deferred share into 1.3 deferred shares of Sprint Nextel.

- (1) shares of Sprint Nextel common stock and cash equal to the product of the cash ratio of 0.0325 and the average of the per share closing prices of shares of Sprint series 1 common stock during the 20 trading day period on the New York Stock Exchange ending on (and including) the August 12, 2005, the closing date of the merger, and each deferred share into 1.3 deferred shares of Sprint Nextel.
- (2) These share units are issued under Sprint Nextel's 1997 Long-Term Stock Incentive Program. Each unit represents the right to receive one share of the underlying security at a date in the future.
- (3) These share units vest 100% on the first anniversary of the grant date.
- (4) Includes 433,333 deferred shares, which are subject to forfeiture until they vest.
- (5) Options fully vested.

This option was assumed by Sprint Nextel in the merger and replaced with an option to purchase shares of Sprint Nextel common stock, with the number of shares issuable under the options and exercise prices for those options adjusted based on an exchange ratio of 1.3 to 1 with no change to the aggregate exercise price.

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- (7) 25% of options vested immediately and the remaining 75% vest monthly over four years from the date of grant.
- (8) Vesting of options takes place over four years on a monthly basis from the date of grant.
- (9) 50% options vest on each of the first and second anniversary of date of grant.

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.