

NEXTEL PARTNERS INC  
Form 4  
December 03, 2004

**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 \*  
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)

12/01/2004

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Class A Common Stock            | 12/01/2004                           |  | M                              |   | 12,500  | A  | \$ 1.67 74,500                    |
| Class A Common Stock            | 12/01/2004                           |  | S <sup>(1)</sup>               |   | 44  | D  | \$ 18.25 74,456                   |
| Class A Common Stock            | 12/01/2004                           |  | S <sup>(1)</sup>               |   | 1,305   | D  | \$ 18.24 73,151                   |
| Class A Common                  | 12/01/2004                           |  | S <sup>(1)</sup>               |   | 707   | D  | \$ 18.22 72,444                   |

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|                            |            |                        |       |   |             |        |                  |  |
|----------------------------|------------|------------------------|-------|---|-------------|--------|------------------|--|
| Stock                      |            |                        |       |   |             |        |                  |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 13    | D | \$ 18.2     | 72,431 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 633   | D | \$<br>18.17 | 71,798 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 663   | D | \$<br>18.13 | 71,135 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 211   | D | \$ 18.1     | 70,924 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 2,088 | D | \$<br>18.09 | 68,836 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 82    | D | \$<br>18.06 | 68,754 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 546   | D | \$<br>18.05 | 68,208 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 365   | D | \$<br>18.04 | 67,843 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 392   | D | \$<br>18.03 | 67,451 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 376   | D | \$<br>18.02 | 67,075 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 285   | D | \$<br>18.01 | 66,790 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 4,595 | D | \$ 18       | 62,195 | D                |  |
| Class A<br>Common<br>Stock | 12/01/2004 | <u>S<sup>(1)</sup></u> | 195   | D | \$ 17.9     | 62,000 | D <sup>(2)</sup> |  |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 1.67  | 12/01/2004                           |  | M                              | 12,500  | <sup>(3)</sup> 01/29/2009                                | Class A Common Stock 12,500                                   |

## Reporting Owners

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

## Signatures

Donald J. Manning 12/03/2004

\_\_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 in this Form 4 were effected pursuant to a 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 December 1, 2004 in multiple transactions at various prices.
- (3) The Options vested in three equal annual installments beginning on January 29, 2000.

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.