

KENNEDY LEONARD J

Form 3

August 16, 2005

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

K KENNEDY LEONARD J

(Last) (First) (Middle)

2001 EDMUND HALLEY
DRIVE

(Street)

RESTON, VA 20191

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/12/2005

3. Issuer Name and Ticker or Trading Symbol
SPRINT NEXTEL CORP [S]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
General Counsel6. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

60,573 ⁽¹⁾ ⁽²⁾

D K

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁴⁾	01/02/2011	Common Stock	97,500	\$ 17.79	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁴⁾	02/20/2011	Common Stock	31,200	\$ 17.16	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁴⁾	07/27/2011	Common Stock	6,500	\$ 13.35	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	09/28/2011	Common Stock	5,417	\$ 6.65	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	11/30/2011	Common Stock	5,959	\$ 8.24	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁶⁾	02/13/2012	Common Stock	23,236	\$ 3.86	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	04/23/2012	Common Stock	48,408	\$ 4.12	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	02/13/2013	Common Stock	46,800	\$ 9.47	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	05/30/2013	Common Stock	13,000	\$ 11.53	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	08/29/2013	Common Stock	13,000	\$ 14.87	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	11/28/2013	Common Stock	13,000	\$ 19.48	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	02/11/2014	Common Stock	91,000	\$ 21.03	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	05/28/2014	Common Stock	13,000	\$ 17.79	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	08/31/2014	Common Stock	13,000	\$ 17.84	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	11/30/2014	Common Stock	13,000	\$ 21.89	D	Â
Non-Qualified Stock Option(right to buy) ⁽³⁾	Â ⁽⁵⁾	02/24/2015	Common Stock	91,000	\$ 22.62	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY LEONARD J 2001 EDMUND HALLEY DRIVE	Â	Â	Â General Counsel	Â

RESTON, VA 20191

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 5(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

(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) Includes 19,500 deferred shares, which are subject to forfeiture until they vest.

This option was assumed by Sprint Nextel in the merger and replaced with an option to purchase shares of Sprint Nextel common stock, (3) 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.

(4) Options fully vested.

(5) Vesting of options takes place over four years on a monthly basis from the date of grant.

(6) 25% of options vested immediately and the remaining 75% vest monthly over four years from the 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.

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