

EMERSON RICHARD P  
Form 4  
December 02, 2008

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EMERSON RICHARD P

(Last) (First) (Middle)

4400 CARILLON POINT

(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CLEARWIRE CORP [CLWR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/28/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Class A Common Stock	11/28/2008		D	85,655 D	0	D	

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  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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)		8. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 3	11/28/2008		D	8,333	<u>(2)</u>	05/11/2014	Class A Common Stock	8,333	
Stock Option (right to buy)	\$ 6	11/28/2008		D	2,916	<u>(2)</u>	12/15/2014	Class A Common Stock	2,916	
Stock Option (right to buy)	\$ 15	11/28/2008		D	5,000	<u>(2)</u>	12/31/2015	Class A Common Stock	5,000	
Stock Option (right to buy)	\$ 25	11/28/2008		D	5,000	<u>(2)</u>	03/01/2007	Class A Common Stock	5,000	
Stock Option (right to buy)	\$ 17.11	11/28/2008		D	5,000	<u>(2)</u>	02/15/2015	Class A Common Stock	5,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EMERSON RICHARD P 4400 CARILLON POINT KIRKLAND, WA 98033		X		

## Signatures

By: /s/ Frederick L. Williams, Jr. For: Richard P.  
Emerson

12/02/2008

\_\_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).

Upon the merger of Clearwire Corporation into Clearwire Sub LLC on November 28, 2008, as described in Clearwire Corporation's Registration Statement on Form S-4 filed with the Commission on October 9, 2008 (the "Merger"), the reporting person received

- (1) consideration other than cash in the form of one share of New Clearwire Corporation (subsequently renamed Clearwire Corporation) Class A Common Stock for each share of Clearwire Corporation Class A Common Stock. On the effective date of the Merger, the closing price of Clearwire Corporation Class A Common Stock was \$6.62 per share, and the opening price of New Clearwire Corporation Class A Common Stock on the first trading day after the Merger was \$7.00 per share.

Upon the Merger, this option to receive Clearwire Corporation Class A Common Stock fully vested, and was converted into an option to

- (2) receive the same number of shares of New Clearwire Corporation (subsequently renamed Clearwire Corporation) Class A Common Stock at the same exercise price.

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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