

NEXTEL PARTNERS INC
Form SC 13G/A
September 03, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G

OMB APPROVAL
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**Under the Securities Exchange Act of 1934
(Amendment No. 4)***

Nextel Partners, Inc

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

65333F107

(CUSIP Number)

SEPTEMBER 3, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 65333F107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Eagle River Investments, L.L.C.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Washington
- | | | |
|---|----|--------------------------------------|
| | 5. | Sole Voting Power
11,564,699 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
0 |
| | 7. | Sole Dispositive Power
10,564,699 |
| | 8. | Shared Dispositive Power
0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
10,564,699
 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
 11. Percent of Class Represented by Amount in Row (9)
5.7% of Class A Common
 12. Type of Reporting Person (See Instructions)
CO

Explanatory Note:

This amended statement amends and supplements the information set forth in the Amendment No. 4 to Schedule 13G filed by the reporting person on February 17, 2004.

Item 1.

- (a) Name of Issuer
Nextel Partners, Inc.
- (b) Address of Issuer's Principal Executive Offices
4500 Carillon Point
Kirkland, WA 98033

Item 2.

- (a) Name of Person Filing
Eagle River Investments, L.L.C.
- (b) Address of Principal Business Office or, if none, Residence
2300 Carillon Point
Kirkland, Washington 98033
- (c) Citizenship
Washington limited liability company
- (d) Title of Class of Securities
Class A Common Stock
- (e) CUSIP Number
65333F107

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
Not Applicable

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- | | | |
|-----|--|---|
| (a) | Amount beneficially owned: | |
| | | 10,564,699 |
| (b) | Percent of class: | |
| | | 5.7% |
| (c) | Number of shares as to which the person has: | |
| | (i) | Sole power to vote or to direct the vote |
| | | 11,564,699 |
| | (ii) | Shared power to vote or to direct the vote |
| | | 0 |
| | (iii) | Sole power to dispose or to direct the disposition of |
| | | 10,564,699 |
| | (iv) | Shared power to dispose or to direct the disposition of |
| | | 0 |

Item 4 is hereby amended as follows:

On March 16, 2004, the Reporting Person distributed 487,757 shares to one of its former members. The Reporting Person no longer has any voting or dispositive power over these distributed shares.

During the period March 23-31, 2004, the Reporting Person disposed of 1,340,000 shares of stock. The Reporting Person no longer has any voting or dispositive power over these disposed shares.

On September 2, 2004. The Craig and Susan McCaw Foundation, a 503(c)(3) charitable organization controlled by the principal of the Reporting Person, donated 50,000 shares to an unrelated charitable organization, and no longer has any voting or dispositive power over those shares.

Item 5. Interest in Securities of the Issuer

The aggregate number of shares of Nextel Partners, Inc. Common Stock (based on 263,767,819 outstanding as of 8/2/04) owned by the reporting person covered by this statement is 10,564,699 and 4.0% of total outstanding shares and 5.7% of Class A common stock based on 184,711,591 shares outstanding.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 3, 2004
Date

/s/ Brian Marcinek
Signature

Vice President
Name/Title