

NEXTEL PARTNERS INC
Form 4
March 02, 2005

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 *
AAS DAVID C

(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)
02/28/2005

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 CTO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	02/28/2005		S(1)		6,385	D	\$ 20.1 887,902 D
Class A Common Stock	02/28/2005		S(1)		2,542	D	\$ 20.06 885,360 D
Class A Common Stock	02/28/2005		S(1)		566	D	\$ 20.05 884,794 D
Class A Common	02/28/2005		S(1)		2,970	D	\$ 20.02 881,824 D

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Stock

Class A Common Stock	02/28/2005	S ⁽¹⁾	4,491	D	\$ 20	877,333	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	337	D	\$ 19.98	876,996	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	2,246	D	\$ 19.96	874,750	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	3,998	D	\$ 19.95	870,752	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	5,104	D	\$ 19.94	865,648	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	10,238	D	\$ 19.93	855,410	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	1,123	D	\$ 19.92	854,287 ⁽²⁾	D ⁽³⁾

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 displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AAS DAVID C 4500 CARILLON POINT KIRKLAND, WA 98033			Vice President and CTO	

Signatures

/s/ Donald J. Manning, Attorney-in-Fact for
David Aas

03/02/2005

____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).
- (1) The sales reported in this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Person on March 5, 2004.
 - (2) The Reporting Person sold an aggregate of 40,000 shares on February 28, 2005 in multiple transactions at varying prices.
- The Reporting Person is party to an amended and restated shareholders' agreement dated February 18, 2000, as amended, among certain
- (3) shareholders and as such may be part of a "group" for purposes of Section 16, whose members hold collectively more than 10% of the Issuer's capital stock. The Reporting Person disclaims any beneficial ownership of the shares held by the other parties to such agreement.

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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