

NEXTEL PARTNERS INC
Form 4
March 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

03/01/2005

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)

Vice President and CTO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 03/01/2005 | | S ⁽¹⁾ | 2,807 D | \$ 20.08 | 851,480 | D |
| Class A Common Stock | 03/01/2005 | | S ⁽¹⁾ | 3,649 D | \$ 20.03 | 847,831 | D |
| Class A Common Stock | 03/01/2005 | | S ⁽¹⁾ | 3,638 D | \$ 20.01 | 844,193 | D |
| Class A Common | 03/01/2005 | | S ⁽¹⁾ | 9,600 D | \$ 20 | 834,593 | D |

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Stock

| | | | | | | | |
|----------------------------|------------|-------------------------|-------|---|-------------|------------------------|------------------|
| Class A Common Stock | 03/01/2005 | <u>S</u> ⁽¹⁾ | 2,201 | D | \$ 19.98 | 832,392 | D |
| Class A Common Stock | 03/01/2005 | <u>S</u> ⁽¹⁾ | 2,246 | D | \$ 19.96 | 830,146 | D |
| Class A Common Stock | 03/01/2005 | <u>S</u> ⁽¹⁾ | 4,491 | D | \$ 19.95 | 825,655 | D |
| Class A Common Stock | 03/01/2005 | <u>S</u> ⁽¹⁾ | 447 | D | \$ 19.94 | 825,208 | D |
| Class A Common Stock | 03/01/2005 | <u>S</u> ⁽¹⁾ | 1,123 | D | \$ 19.92 | 824,085 | D |
| Class A Common Stock | 03/01/2005 | <u>S</u> ⁽¹⁾ | 2,049 | D | \$ 19.91 | 822,036 | D |
| Class A Common Stock | 03/01/2005 | <u>S</u> ⁽¹⁾ | 7,749 | D | \$ 18.04 | 814,287 ⁽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.

SEC 1474
(9-02)

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. Nu Deriv Secur Benef Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

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

03/03/2005

__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 a 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 March 1, 2005 in multiple transactions at varying prices.
The Reporting Person is party to an amended and restated shareholders' agreement dated as of February 18, 2000, as amended, among certain stockholders 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.
- (3)

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.