

Edgar Filing: VOICESTREAM WIRELESS CORP /DE - Form 5

VOICESTREAM WIRELESS CORP /DE

Form 5

February 13, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

() Form 3 Holdings Reported

() Form 4 Transactions Reported

1. Name and Address of Reporting Person

Nelson, Jonathan M.

c/o Providence Ventures

50 Kennedy Plaza

Providence, RI 02903

2. Issuer Name and Ticker or Trading Symbol

VoiceStream Wireless Corporation

VSTR

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/31/2000

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other

(specify below)

7. Individual or Joint/Group Reporting (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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned at End of Year
Common Stock	12/22/2000	G	28,538	D		194,989
Common Stock	12/22/2000	G	28,538	A		28,538
Common Stock						720

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Securities Owned
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	Price	of		Proposed	(D)	Day/Year			Rights
	Derivative					Date	Expiration	Title and Number of Shares	
	Security			Amount	A/D	Exercise Date			
Stock Option - Right to Buy	\$112.6875	1/14/2000	A	1,000	A	(3) 1/14/2010	Common Stock	1,000	

Explanation of Responses:

1. The shares referenced are held in the Jonathan M Nelson Family Foundation, of which, Mr. Nelson is President. Mr. Nelson disclaims beneficial ownership of these shares.
2. Mr. Nelson's options are held for the benefit of Providence Media Services, Inc.
3. The option grant vests in four equal annual increments beginning one year from the date of grant.

SIGNATURE OF REPORTING PERSON

/s/ Jonathan M. Nelson

DATE _____

February 7, 2001