

NEXTEL PARTNERS INC

Form 4

March 02, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANNING DONALD J

(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 ____ Other (specify
below) below)

Vice President and Secretary

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)
Class A Common Stock	02/28/2005		M	12,500	A \$ 1.67 74,500	D	
Class A Common Stock	02/28/2005		S ⁽¹⁾	1,995	D \$ 20.1 72,505	D	
Class A Common Stock	02/28/2005		S ⁽¹⁾	794	D \$ 20.06 71,711	D	
Class A Common	02/28/2005		S ⁽¹⁾	117	D \$ 20.05 71,534	D	

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Stock

Class A Common Stock	02/28/2005	S ⁽¹⁾	928	D	\$ 20.02	70,606	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	1,404	D	\$ 20	69,202	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	105	D	\$ 19.98	69,097	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	702	D	\$ 19.96	68,395	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	1,249	D	\$ 19.95	67,146	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	1,596	D	\$ 19.94	65,550	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	3,199	D	\$ 19.93	62,351	D
Class A Common Stock	02/28/2005	S ⁽¹⁾	351	D	\$ 19.92	62,000	D ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Employee Stock Option (Right to Buy)	\$ 1.67	02/28/2005	M	12,500	<u>(3)</u>	01/29/2009	Class A Common Stock	12,500
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING DONALD J 4500 CARILLON POINT KIRKLAND, WA 98033			Vice President and Secretary	

Signatures

/s/ Donald J. Manning	03/02/2005
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**Signature of Reporting Person	Date
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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 on this Form 4 were effected pursuant to Rule 10b5-1 trading plan adopted by the Reporting Person on March 13, 2004.
- (2) The Reporting Person sold an aggregate of 12,500 shares on February 28, 2005 in multiple transactions at various prices.
- (3) The Options vested in three equal annual installments beginning on January 29, 2000.

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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