

WESTERN WIRELESS CORP  
 Form 3  
 January 14, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
ALLTEL CORP		(Month/Day/Year)	WESTERN WIRELESS CORP [WWCA]	
(Last)	(First)	(Middle)	01/09/2005	
ONE ALLIED DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
LITTLE ROCK, AR 72202			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, no par value per share	0 (1) (2) (3)	I (1) (2) (3)	See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Class B Common Stock, no par value per Share <sup>(4)</sup> <sub>(5)</sub>	Â <sup>(4)</sup> <sub>(5)</sub>	Â <sup>(4)</sup> <sub>(5)</sub>	Class A Common Stock, no par value per share 0	\$ <sup>(4)</sup> <sub>(5)</sub> I <sup>(1)</sup> <sub>(2)</sub> <sub>(3)</sub> See footnotes <sup>(1)</sup> <sub>(2)</sub> <sub>(3)</sub>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLTEL CORP ONE ALLIED DRIVE LITTLE ROCK, AR 72202	Â	Â X	Â	Â

## Signatures

/s/ Francis X. Frantz 01/14/2005

        Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- As an inducement for ALLTEL Corporation ("ALLTEL") to enter into an Agreement and Plan of Merger, dated 1/9/05 (the "Merger Agreement") with Western Wireless Corporation ("WWC"), and in consideration thereof, John W. Stanton, the Chairman and CEO of WWC, and Theresa E. Gillespie, Vice Chair of WWC, and certain of their affiliated entities (collectively, the "Shareholders") entered into
- (1) a Voting Agreement, dated as of 1/9/05 (the "Voting Agreement"). The Shareholders collectively own 12,085,006 shares of Class A Common Stock, which represents approximately 12.14% of the shares of Class A Common Stock deemed to be outstanding pursuant to Rule 13d-3(d)(1), and approximately 41.4% of the voting power of the outstanding shares of the Class A Common Stock and Class B Common Stock (Class A and Class B Common Stock, "WWC Common Stock").
- In the Voting agreement, the Shareholders have agreed to vote their shares of WWC Common Stock (i) in favor of the Merger Agreement and (ii) against any alternative proposal for (x) the acquisition of WWC by merger or other business combination, (y) an acquisition by any person of 20% or more of the assets of WWC and its subsidiaries, taken as a whole or (z) an acquisition by any person of 20% or more of the outstanding WWC Common Stock. The Shareholders cannot sell, transfer, convert or otherwise dispose of the shares subject to the Voting Agreement, if such disposition would result in the Shareholders' inability to vote such shares as required under the Voting Agreement. The Shareholders may vote the shares on all other matters. ALLTEL may be deemed to have shared voting power and other rights with respect to the WWC Common Stock subject to the Voting Agreement. As a result, ALLTEL may be deemed to have beneficial ownership (under the Rule 13d-3) of such shares.
- (2) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by ALLTEL or any other person that it is the beneficial owner of any of the shares referred to herein for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.
- 6,050,693 shares of Class A Common Stock issuable upon the conversion of the same number of shares of Class B Common Stock that is subject to the Voting Agreement. Other than with respect to voting rights and conversion, the Class A Common Stock and Class B Common Stock have identical rights. The Class A Common Stock has one vote per share and the Class B Common Stock has ten votes per share. By virtue of their ownership of Class A Common Stock and Class B Common Stock of WWC, in the amounts described above, the Shareholders hold shares representing approximately 41.4% of the voting power of WWC.
- (3) Shares of Class B Common Stock generally convert automatically into shares of Class A Common Stock on a share-for-share basis immediately upon any transfer of the Class B Common Stock other than a transfer from an original holder of Class B Common Stock to

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certain affiliates of such holder. Class B Common Stock also is convertible into shares of Class A Common Stock on a share-for-share basis at any time at the option of the holder. There is no expiration date for such conversion of the Class B Common Stock.

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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