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VALOR COMMUNICATIONS GROUP INC

Form 4

March 17, 2005

FORM 4

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

OMB Number:

3235-0287

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MATTHEWS JAMES R

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

VALOR COMMUNICATIONS **GROUP INC [VCG]**

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

03/16/2005

Filed(Month/Day/Year)

Director Officer (give title below)

X__ 10% Owner __ Other (specify

C/O WELSH, CARSON, ANDERSON AND STOWE, 320 PARK AVENUE, SUITE 2500

> (Street) 4. If Amendment, Date Original

Applicable Line)

6. Individual or Joint/Group Filing(Check

NEW YORK, NY 10022

X Form filed by One Reporting Person Form filed by More than One Reporting Person

(City)	(State)	(Zip)	Table I - Non-	Derivative Securities Acquired, Disp	oosed of, or Be	neficially Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A) 5. Amou	int of 6.	7. Nature

Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	omr Disposed of (Instr. 3, 4 and Amount	` /	Price	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/16/2005		S		D		9,201,511	I	By Welsh, Carson, Anderson & Stowe IX, L.P. (1)
Common	03/16/2005		S	1 214 756	D	\$ 15	9 153 796	Ţ	By Welsh

By Welsh,

Common 03/16/2005 Stock

Carson, Anderson

& Stowe VIII, L.P.

1

(1) By WCAS Common Capital 03/16/2005 S 161,783 D \$ 15 1,219,114 I Stock **Partners** III, L.P. (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	te, if TransactionNumber Expiration		Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired			(Follo
	Security				(A) or						
					` ′						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date	Expiration		or		
						Exercisable Date	Title Nu	Number			
							Date	of	of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address 10% Owner Officer Other

MATTHEWS JAMES R C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022

X

Signatures

Jonathan M. Rather, 03/16/2005 Attorney-in-Fact

**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).

Reporting Owners 2

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- The Reporting Person is one of several managing members of the respective sole general partners of Welsh, Carson, Anderson & Stowe IX, L.P., Welsh, Carson, Anderson & Stowe VIII, L.P. and WCAS Capital Partners III, L.P. Pursuant to Instruction 4(b)(iv) of Form 4,
- (1) the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein, and/or that are not actually distributed to him.

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.