

ALAMOSA HOLDINGS INC
Form 4
April 22, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTS STEPHEN C

2. Issuer Name and Ticker or Trading Symbol
ALAMOSA HOLDINGS INC
[APCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1408 N KINGSHIGHWAY, SUITE 300

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2005

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

(Street)
ST. LOUIS, MO 63113

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 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)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Contract to Sell	(1) (2) (3)	04/20/2005	J		500,000 (1) (2) (3)	(1)(2)(3)	(1)(2)(3)	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS STEPHEN C 1408 N KINGSHIGHWAY, SUITE 300 ST. LOUIS, MO 63113		X		

Signatures

Melinda Wheatley, Attorney
in fact
04/22/2005
Date

**Signature of Reporting Person

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 Reporting Person entered into a prepaid variable share forward contract with an unaffiliated securities brokerage firm relating to up to 500,000 shares (the "Base Shares") of Alamosa Holdings, Inc. common stock ("Common Stock"). Pursuant to the contract, the brokerage firm sold an aggregate of 500,000 shares of Common Stock into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended.

(2) Pursuant to the prepaid variable share forward contract, in exchange for a cash payment of \$4,884,705, the Reporting Person has agreed to deliver a number of shares of Common Stock to the brokerage firm on October 20, 21, 22, 25 and 26 of 2010 (each, a "Settlement Date") equal to: (i) if the price of Common Stock at the close of business on the third business day preceding the applicable Settlement Date (the "Relevant Price") is less than or equal to \$11.63 per share (the "Floor Price"), then 20% of the Base Shares; (ii) if the Relevant Price is greater than the Floor Price but less than \$20.67 per share (the "Cap Price"), then 20% of the Base Shares multiplied by the Floor Price divided by the Relevant Price; and (iii) if the Relevant Price is greater than or equal to the Cap Price, then 20% of the Base Shares multiplied by a fraction equal to one minus the fraction where (x) the numerator is the Cap Price less the Floor Price and (y) the denominator is the Relevant Price.

(3) Pursuant to the prepaid variable share forward contract, the Reporting Person has the option to cash settle the contract, with the cash settlement amount being equal to the number of shares to be delivered multiplied by the Relevant Price. The Reporting Person has pledged 500,000 shares of Common Stock to the brokerage firm as security for its obligation to deliver shares at the termination of the contract.

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.