

NEXTEL PARTNERS INC
Form 4
March 02, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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
 Officer (give title below) _____ Other (specify below)

Vice President and Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

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)
			Code	V	Amount or Price		
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	<u>S</u> ⁽¹⁾	928	D	\$ 20.02	70,606	D
Class A Common Stock	02/28/2005	<u>S</u> ⁽¹⁾	1,404	D	\$ 20	69,202	D
Class A Common Stock	02/28/2005	<u>S</u> ⁽¹⁾	105	D	\$ 19.98	69,097	D
Class A Common Stock	02/28/2005	<u>S</u> ⁽¹⁾	702	D	\$ 19.96	68,395	D
Class A Common Stock	02/28/2005	<u>S</u> ⁽¹⁾	1,249	D	\$ 19.95	67,146	D
Class A Common Stock	02/28/2005	<u>S</u> ⁽¹⁾	1,596	D	\$ 19.94	65,550	D
Class A Common Stock	02/28/2005	<u>S</u> ⁽¹⁾	3,199	D	\$ 19.93	62,351	D
Class A Common Stock	02/28/2005	<u>S</u> ⁽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.

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.

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 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

**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).
- (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. 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.