Edgar Filing: VALOR COMMUNICATIONS GROUP INC - Form 4

VALOR COMMUNICATIONS GROUP INC

Form 4

February 16, 2005

FO	R	M	4
----	---	---	---

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

OMB Number:

Expires:

3235-0287 January 31,

2005

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average

burden hours per

OMB APPROVAL

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

Issuer

SWANI SANJAY

VALOR COMMUNICATIONS GROUP INC [VCG]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

02/14/2005

_X__ Director X__ 10% Owner _ Other (specify Officer (give title

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

(Street)

(State)

02/14/2005

4. If Amendment, Date Original

10,422,599

Applicable Line)

Filed(Month/Day/Year)

(Zip)

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

6. Individual or Joint/Group Filing(Check

Table I. Non-Darivative Securities Acquired Disposed of or Reneficially Owned

NEW YORK, NY 10022

(City)

(- 3)	()	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	ne 1 - Non-	Derivative Sect	irities	Acquii	ea, Disposea oi,	or Beneficial	iy Ownea
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Action Disposed of (Instr. 3, 4 and	(D) 5) (A) or		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)
Common Stock	02/14/2005		Code V P	Amount 2,114	(D)	Price \$ 15 (1)	2,114	D	
Common Stock	02/14/2005		P	10,368,552	A	\$ 15 (1)	10,368,552	I	By Welsch, Carson, Anderson & Stowe VIII, L.P.

10,422,599 A

P

Edgar Filing: VALOR COMMUNICATIONS GROUP INC - Form 4

Common Stock					\$ 15 (1)	By Welsh, Carson, Anderson & Stowe IX, L.P. (2)	
Common Stock	02/14/2005	P	1,380,897	A	\$15 (1) 1,380,897	I	By WCAS Capital Partners III, L.P. (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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	tionNumber	Expiration Da	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)) Derivativo	e		Securi	ties	(Instr. 5)
	Derivative				Securities	1		(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									A mannt	
									Amount	
						Date	Expiration		Or	
						Exercisable	Date		Number of	
				Codo I	I (A) (D)					
				Code V	V(A) (D)				Shares	

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
SWANI SANJAY C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022	X	X			
Signatures					
Jonathan M. Rather, Attorney-in-Fact 02/16/2005					

Date

Reporting Owners 2

Edgar Filing: VALOR COMMUNICATIONS GROUP INC - Form 4

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) Represents shares received pursuant to the Issuer's reorganization at a deemed purchase price of \$15.00 per share.
 - 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,
- (2) the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such limited partnership. 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.