RILEY THOMAS F

Form 4 June 20, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

ALAMOSA HOLDINGS INC

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person

(I)

(Instr. 4)

(Check all applicable)

response... 0.5

> 10% Owner Other (specify

> > 7. Nature of

Ownership

(Instr. 4)

Indirect

if no longer subject to Section 16.

Check this box

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

Symbol

[APCS]

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

RILEY THOMAS F

(First)

5 NORTH MCCORMICK

(Street)

(Middle)

(Zip)

(Month/Day/Year) 06/17/2005

Filed(Month/Day/Year)

4. If Amendment, Date Original

3. Date of Earliest Transaction

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Form filed by More than One Reporting Person

5. Amount of

Securities

Owned

Beneficially

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

OKLAHOMA CITY, OK 73127

(State)

2. Transaction Date 2A. Deemed 1.Title of

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

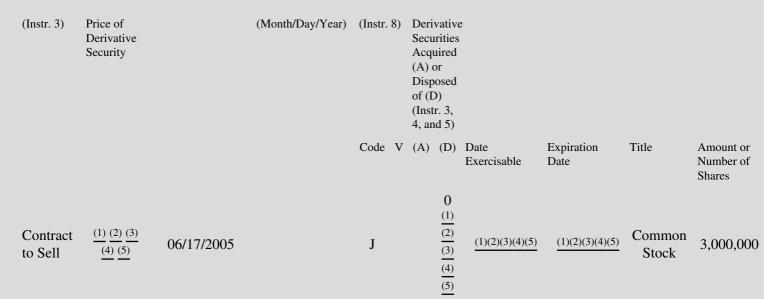
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of Derivative (Month/Day/Year) TransactionNumber **Expiration Date Underlying Securities** Conversion Execution Date, if Code (Month/Day/Year) (Instr. 3 and 4) Security or Exercise any of

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY THOMAS F 5 NORTH MCCORMICK OKLAHOMA CITY, OK 73127	X			

Signatures

Reporting Person

Thomas F.
Riley, Jr.

**Signature of 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).
- On June 15, 2005, the Reporting Person entered into a postpaid forward contract with an unaffiliated securities brokerage firm relating to up to 3,000,000 shares of Alamosa Holdings, Inc. common stock ("Common Stock"). Pursuant to the contract, the brokerage firm sold an aggregate of 3,000,000 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.
- The postpaid forward contract provides that (i) on June 19, 2006, Reporting Person will deliver, in the aggregate, a number of shares of Common Stock to the brokerage firm (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor price of \$10.51, a delivery of 500,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$15.83), a delivery of between 331,965 and 500,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price; (continued to footnote 3)
 - (ii) the postpaid forward contract provides that on December 18, 2006, Reporting Person will deliver, in the aggregate, a number of shares of Common Stock to the brokerage firm (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is
- (3) less than the downside floor price of \$9.86, a delivery of 1,250,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$16.86), a delivery of between 731,020 and 1,250,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price; (continued to footnote 4)
- (4) (iii) the postpaid forward contract provides that on June 18, 2007, Reporting Person will deliver, in the aggregate, a number of shares of Common Stock to the brokerage firm (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less

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than the downside floor price of \$9.86, a delivery of 1,250,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$17.37), a delivery of between 709,557 and 1,250,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price.

- Pursuant to the variable forward contract, the Reporting Person has the option to cash settle the contract, with the cash settlement amount (5) being equal to the number of shares to be delivered multiplied by the relevant price. The Reporting Person has pledged 3,000,000 shares of Common Stock to the brokerage firm as security for its obligation to deliver shares at the termination of the contract.
- (6) Chickasaw Holdings Inc., of which the Reporting Person is an officer and director, owns 3,000,000 shares of 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.

 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.