

MARSHALL SCHUYLER B
 Form 4
 February 03, 2006

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 *
 MARSHALL SCHUYLER B

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)
 1000 CRESCENT COURT, SUITE 1700
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2006

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

DALLAS, TX 75201

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/01/2006 | | D ⁽¹⁾ | 53,324 D \$ 18.75 | 0 | D | |

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)

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| 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) | \$ 17 | 02/01/2006 | | D | | 28,000 | | <u>(2)</u> | 12/09/2009 | Common Stock | 28,000 |
| Employee Stock Option (right to buy) | \$ 10.5 | 02/01/2006 | | D | | 5,714 | | <u>(3)</u> | 02/28/2011 | Common Stock | 5,714 |
| Employee Stock Option (right to buy) | \$ 3.52 | 02/01/2006 | | D | | 3,670 | | <u>(4)</u> | 02/27/2012 | Common Stock | 3,670 |
| Employee Stock Option (right to buy) | \$ 4.99 | 02/01/2006 | | D | | 13,375 | | <u>(5)</u> | 04/29/2012 | Common Stock | 13,375 |
| Employee Stock Option (right to buy) | \$ 0.57 | 02/01/2006 | | D | | 23,421 | | <u>(6)</u> | 01/06/2013 | Common Stock | 23,421 |
| Employee Stock Option (right to buy) | \$ 0.36 | 02/01/2006 | | D | | 76,818 | | <u>(7)</u> | 03/31/2013 | Common Stock | 76,818 |
| Employee Stock Option (right to buy) | \$ 1.53 | 02/01/2006 | | D | | 13,000 | | <u>(8)</u> | 06/30/2013 | Common Stock | 13,000 |
| Employee Stock Option (right to buy) | \$ 3.75 | 02/01/2006 | | D | | 6,000 | | <u>(9)</u> | 09/30/2013 | | 6,000 |

| | | | | | | | | | |
|--|----------|------------|---|--------|-------------|------------|-----------------|-----------------|--|
| Employee Stock Option (right to buy) | | | | | | | | Common Stock | |
| Employee Stock Option (right to buy) | \$ 4.01 | 02/01/2006 | D | 15,250 | <u>(10)</u> | 12/31/2013 | Common Stock | 15,250 | |
| Employee Stock Option (right to buy) | \$ 5.84 | 02/01/2006 | D | 5,795 | <u>(11)</u> | 03/31/2014 | Common Stock | 5,795 | |
| Employee Stock Option (right to buy) | \$ 7.35 | 02/01/2006 | D | 4,554 | <u>(12)</u> | 06/30/2014 | Common Stock | 4,554 | |
| Employee Stock Option (right to buy) | \$ 7.64 | 02/01/2006 | D | 4,040 | <u>(13)</u> | 09/30/2014 | Common Stock | 4,040 | |
| Employee Stock Option (right to buy) | \$ 12.47 | 02/01/2006 | D | 4,293 | <u>(14)</u> | 12/31/2014 | Common Stock | 4,293 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARSHALL SCHUYLER B 1000 CRESCENT COURT, SUITE 1700 DALLAS, TX 75201 | X | | | |

Signatures

Schuyler
Marshall

02/03/2006

**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) Disposed of pursuant to a merger agreement between Issuer and Sprint Nextel Corporation in exchange for a cash payment representing the \$18.75 per common share merger consideration.
- (2) This option, which was fully vested as of 12/9/99, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (3) This option, which was fully vested as of 2/28/01, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (4) This option, which was fully vested as of 2/27/02, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (5) This option, which was fully vested as of 4/29/02, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (6) This option, which was fully vested as of 1/6/03, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (7) This option, which was fully vested as of 3/31/03, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (8) This option, which was fully vested as of 6/30/03, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (9) This option, which was fully vested as of 9/30/03, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (10) This option, which was fully vested as of 12/31/03, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (11) This option, which was fully vested as of 3/31/04, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (12) This option, which was fully vested as of 6/30/04, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (13) This option, which was fully vested as of 9/30/04, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.
- (14) This option, which was fully vested as of 12/31/04, was cancelled pursuant to the merger in exchange for a cash payment representing the difference between the exercise price of the option and the \$18.75 per common share merger consideration.

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.