

SPRINT NEXTEL CORP
Form 4
August 17, 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 *
ARENDT WILLIAM G

(Last) (First) (Middle)

2001 EDMUND HALLEY DRIVE

(Street)

RESTON, VA 20191

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPRINT NEXTEL CORP [S]

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | (A) or (D) | Price |
| Common Stock | 08/16/2005 | | M | | 12,000 | A | \$ 11.75 58,702 |
| Common Stock | 08/16/2005 | | M | | 13,000 | A | \$ 13.87 71,702 |
| Common Stock | 08/16/2005 | | M | | 52,000 | A | \$ 17.16 123,702 |
| Common Stock | 08/16/2005 | | M | | 7,800 | A | \$ 13.35 131,502 |
| Common Stock | 08/16/2005 | | M | | 7,474 | A | \$ 6.65 138,976 |

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| | | | | | | | |
|--------------|------------|---|---------|---|------------|-----------------------|---|
| Common Stock | 08/16/2005 | M | 7,149 | A | \$ 8.24 | 146,125 | D |
| Common Stock | 08/16/2005 | M | 10,363 | A | \$ 3.86 | 156,488 | D |
| Common Stock | 08/16/2005 | M | 16,115 | A | \$ 4.12 | 172,603 | D |
| Common Stock | 08/16/2005 | M | 14,218 | A | \$ 9.47 | 186,821 | D |
| Common Stock | 08/16/2005 | M | 4,224 | A | \$ 11.53 | 191,045 | D |
| Common Stock | 08/16/2005 | M | 3,737 | A | \$ 14.87 | 194,782 | D |
| Common Stock | 08/16/2005 | M | 12,000 | A | \$ 21.03 | 206,782 | D |
| Common Stock | 08/16/2005 | S | 160,080 | D | \$ 25.8781 | 46,702 ⁽¹⁾ | D |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option(right to buy) | \$ 11.75 | 08/16/2005 | | M | 12,000 | ⁽²⁾ | 02/18/2009 | Common Stock | 12,000 |
| Non-Qualified Stock Option(right to buy) | \$ 13.87 | 08/16/2005 | | M | 13,000 | ⁽²⁾ | 05/21/2009 | Common Stock | 13,000 |
| | \$ 17.16 | 08/16/2005 | | M | 52,000 | ⁽²⁾ | 02/20/2011 | | 52,000 |

| | | | | | | | | | |
|------------------------------------------|----------|------------|---|--------|------------|------------|--------------|--------------|--|
| Non-Qualified Stock Option(right to buy) | | | | | | | | Common Stock | |
| Non-Qualified Stock Option(right to buy) | \$ 13.35 | 08/16/2005 | M | 7,800 | <u>(2)</u> | 07/27/2011 | Common Stock | 7,800 | |
| Non-Qualified Stock Option(right to buy) | \$ 6.65 | 08/16/2005 | M | 7,474 | <u>(3)</u> | 09/28/2011 | Common Stock | 7,474 | |
| Non-Qualified Stock Option(right to buy) | \$ 8.24 | 08/16/2005 | M | 7,149 | <u>(3)</u> | 11/30/2011 | Common Stock | 7,149 | |
| Non-Qualified Stock Option(right to buy) | \$ 3.86 | 08/16/2005 | M | 10,363 | <u>(4)</u> | 02/13/2012 | Common Stock | 10,363 | |
| Non-Qualified Stock Option(right to buy) | \$ 4.12 | 08/16/2005 | M | 16,115 | <u>(3)</u> | 04/23/2012 | Common Stock | 16,115 | |
| Non-Qualified Stock Option(right to buy) | \$ 9.47 | 08/16/2005 | M | 14,218 | <u>(3)</u> | 02/13/2013 | Common Stock | 14,218 | |
| Non-Qualified Stock Option(right to buy) | \$ 11.53 | 08/16/2005 | M | 4,224 | <u>(3)</u> | 05/30/2013 | Common Stock | 4,224 | |
| Non-Qualified Stock Option(right to buy) | \$ 14.87 | 08/16/2005 | M | 3,737 | <u>(3)</u> | 08/29/2013 | Common Stock | 3,737 | |
| Non-Qualified Stock Option(right to buy) | \$ 21.03 | 08/16/2005 | M | 12,000 | <u>(3)</u> | 02/11/2014 | Common Stock | 12,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ARENDR WILLIAM G
2001 EDMUND HALLEY DRIVE
RESTON, VA 20191

Controller

Signatures

/s/ Richard Montfort
Attorney-in-Fact

08/17/2005

__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) Includes 10 share units, which are subject to forfeiture until they vest.
- (2) Options fully vested.
- (3) Vesting of options takes place over four years on a monthly basis from the date of grant.
- (4) 25% of options vested immediately and the remaining 75% vest monthly over four years from the date of grant.

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