

Edgar Filing: MCLEODUSA INC - Form 4

MCLEODUSA INC
Form 4
January 10, 2001

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person:

Richard A. Lumpkin
121 South 17th Street
Mattoon, Illinois 61938
U.S.A.

2. Issuer Name and Ticker or Trading Symbol:

McLeodUSA Incorporated
MCLD

3. IRS or Social Security Number of Reporting Person (Voluntary):

4. Statement for Month/Year:

December 2000

5. If Amendment, Date of Original (Month/Year):

6. Relationship of Reporting Person(s) to Issuer (Check all applicable):

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

Vice Chairman
Member of 13(d) group owning more than 10%

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

() Form filed by One Reporting Person
(x) Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired,

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Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3) -----	2. Trans- action Date (Month/ Day/Year) -----	3. Trans- action Code (Instr. 8) -----	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) -----	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4) -----	6. Owner- ship Form: Direct (D) or In- direct (I) (Instr. 4) -----
		Code V	Amount (A) or (D) Price		
		----- -	----- ----- -----		
Class A Common Stock	12/22/00	M	128,952 A \$5.875		D
	12/22/00	M	15,000 A \$5.750		D
	12/22/00	M	59,994 A \$4.958		D
	12/27/00	M	7,500 A \$5.750		D
	12/31/00	M	59,994 A \$4.958	271,440	D
				2,284,303	I
				2,284,303	I
				1,852,890	I
				1,852,890	I

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1. Title of Security (Instr. 3)	action Date (Month/ Day/Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Owned at End of Month (Instr. 3 and 4)	or In- direct (I) (Instr. 4)
-----	-----	-----	-----	-----	-----
		Code V	Amount (A) or (D) Price		
----		-	-----	-----	-----
				327,828	I
				327,828	I
				13,930	I
				10,932	I
				1,852,832	I
				27,300	D (1)

Table II -- Derivative Securities Acquired,
Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Deriv- ative Secur- ity (Instr. 3)	2. Con- version or Exer- cise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Deriv- ative Secur- ities 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)	8. Price of Deriv- ative Secur- ity (Instr. 5)
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			Code	V	(A)	(D)	Date Exer- cis- able	Expir- ation Date	Title	Amount or Number of Shares
			----	-	---	---	----	-----	-----	-----
Em- ployee Stock Option (right to buy)	\$5.875	12/22/00	M			128,952	(1)	9/25/07	Class A Common Stock	128,952
Em- ployee Stock Option (right to buy)	\$5.75	12/22/00	M			15,000	(2)	12/22/07	Class A Common Stock	15,000
Em- ployee Stock Option (right to buy)	\$5.75	12/27/00	M			7,500	(2)	12/22/07	Class A Common Stock	7,500
1. Title of Deriv- ative Secur- ity (Instr. 3)	2. Con- version or Exer- cise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Deriv- ative Secur- ities 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)	8. Price of Deriv- ative Secur- ity (Instr. 5)	
			Code	V	(A)	(D)	Date Exer- cis- able	Expir- ation Date	Title	Amount or Number of Shares
			----	-	---	---	----	-----	-----	-----
Em- ployee Stock Option (right to buy)	\$4.958	12/22/00	M			59,994	(3)	12/31/08	Class A Common Stock	59,994
Em-	\$4.958	12/31/00	M			59,994	(3)	12/31/08	Class A	59,994

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Employee Stock Option (right to buy)						Common Stock	
Em- Employee Stock Option (right to buy)	\$17.521	(4)	1/7/10	Class A	75,000	Common Stock	
Em- Employee Stock Option (right to buy)	\$4.083	(5)	9/24/07	Class A	94,500	Common Stock	

1. Title of Deriv- ative Secur- ity (Instr. 3)	2. Con- version or Exer- cise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Deriv- ative Secur- ities 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)	8. Price of Deriv- ative Secur- ity (Instr. 5)
-----	-----	-----	-----	-----	-----	-----	-----
Em- Employee Stock Option (right to buy)	\$4.042		Code V (A) (D)		Date Exer- cis- able	Expir- ation Date	Title Amount or Number of Shares
			----	----	(6)	12/22/07	Class A Common Stock
Em- Employee Stock Option (right to buy)	\$4.958				(7)	12/31/08	Class A Common Stock
Em- Employee	\$20.458				(8)	4/21/10	Class A Common

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Stock
Option
(right
to buy)

Stock

Explanation of Responses:

Explanation of footnotes to Table I: For purposes of Section 13(d) of the Securities Exchange Act, Richard A. Lumpkin is a member of a group that together owns more than 10% of the Issuer's Class A Common Stock. Except as indicated in the following note, the securities shown in Table I are beneficially owned for purposes of Rule 16a-1(a)(2) by Richard A. Lumpkin.

- (1) Beneficially owned for purposes of Rule 16a-1(a)(2) by Steven L. Grissom. These shares are not subject to Mr. Grissom's agreement with the other members of the 13(d) group referred to in Item 6 of the cover page of this Form 4.

Explanation of footnotes to Table II:

The following derivative securities shown in Table II are beneficially owned for purposes of Rule 16a-1(a)(2) by Richard A. Lumpkin.

- (1) The employee stock option dated 12/3/97 vests in four equal annual installments which began on September 25, 1998.
- (2) The employee stock option dated 12/22/97 vests in four equal annual installments which began on December 22, 1998.
- (3) The employee stock option dated 12/31/98 vests in four equal annual installments beginning on December 31, 1999.
- (4) The employee stock option dated 1/7/2000 vests in full on January 7, 2003.

The following derivative securities shown in Table II are beneficially owned for purposes of Rule 16a-1(a)(2) by Steven L. Grissom.

- (5) The employee stock option dated 9/24/97 vests in four equal annual installments which began on September 24, 1998.
- (6) The employee stock option dated 12/22/97 vests in four equal annual installments which began on October 12, 1999.
- (7) The employee stock option dated 12/31/98 vests in four equal annual installments beginning on December 31, 1999.

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- (8) The employee stock option dated 4/21/2000 vests in four equal installments beginning on April 21, 2001.

SIGNATURE OF REPORTING PERSON:

Richard A. Lumpkin
By: Steven L. Grissom
Attorney in Fact

DATE: January 10, 2001

JOINT FILER INFORMATION:

Name: Steven L. Grissom

Address: 121 South 17th Street, Mattoon, Illinois 61938

Designated Filer: Richard A. Lumpkin

Issuer & Ticker Symbol: McLeodUSA Incorporated, MCLD

Statement for Month/Year: December, 2000

Signature: Steven L. Grissom
Individually and as trustee of the
Personal Income Trusts