

FANNING MARK
Form 4
November 03, 2004

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 *
FANNING MARK

2. Issuer Name and Ticker or Trading Symbol
NEXTEL PARTNERS INC [NXTP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4500 CARILLON POINT

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

(Street)
KIRKLAND, WA

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 23 | D | \$ 16.71 |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 3,934 | D | \$ 16.7 |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 64 | D | \$ 16.57 |
| Class A Common | 11/01/2004 | | S ⁽¹⁾ | | 1,213 | D | \$ 16.56 |
| | | | | | | | 535,701 |
| | | | | | | | 531,767 |
| | | | | | | | 531,703 |
| | | | | | | | 530,490 |

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| | | | | | | | | |
|----------------------------|------------|--|------------------|--------|---|-------------|------------------------|------------------|
| Stock | | | | | | | | |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | 6,487 | D | \$ 16.55 | 524,003 | D |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | 7,658 | D | \$ 16.53 | 516,345 | D |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | 3,307 | D | \$ 16.52 | 513,038 | D |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | 16,041 | D | \$ 16.51 | 496,997 | D |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | 32,903 | D | \$ 16.5 | 464,094 | D |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | 994 | D | \$ 16.46 | 463,100 | D |
| Class A Common Stock | 11/01/2004 | | S ⁽¹⁾ | 2,376 | D | \$ 16.45 | 460,724 ⁽²⁾ | D ⁽³⁾ |

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.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| FANNING MARK 4500 CARILLON POINT KIRKLAND, WA | | | Vice President | |

Signatures

/s/ Donald J. Manning, Attorney-in-Fact for Mark Fanning 11/03/2004

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2004.
- (2) The Reporting Person sold an aggregate of 75,000 shares on November 1, 2004 in multiple transactions at varying prices.
- (3) The Reporting Person is party to an amended and restated shareholders' agreement dated as of February 18, 2000, as amended, among certain stockholders and as such may be part of a "group" for purposes of Section 16, whose members hold collectively more than 10% of the Issuer's capital stock. The Reporting Person disclaims any beneficial ownership of the shares held by the other parties to such agreement.

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.