

Ryder James C
 Form 4
 November 05, 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 *
 Ryder James C

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP Sales and Marketing

KIRKLAND, WA 98033

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	11/05/2004		M	20,000	A	\$ 6	23,246	D	
Class A Common Stock	11/05/2004		S ⁽¹⁾	20,000	D	\$ 17.5125	3,246	D	
Class A Common Stock	11/05/2004		M	20,002	A	\$ 1.85	20,019	I	By Spouse
Class A Common	11/05/2004		S ⁽²⁾	20,002	D	\$ 17.5231	17	I	By Spouse

Stock

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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 6	11/05/2004		M	20,000	⁽³⁾	10/01/2011	Class A Common Stock	20,000
Employee Stock Options (Right to Buy)	\$ 1.85	11/05/2004		M	20,002	⁽⁴⁾	12/31/2009	Class A Common Stock	20,002

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ryder James C 4500 CARILLON POINT KIRKLAND, WA 98033			VP Sales and Marketing	

Signatures

Suzanne Roen, Attorney-in-Fact for Jim Ryder
11/05/2004

**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 Reporting Person sold an aggregate of 20,000 shares on November 5, 2004.
- (2) The Reporting Person's spouse sold 20,002 shares on November 5, 2004
- (3) The options vest in three equal annual installments beginning on October 1,2002.
- (4) The options vest in three equal annual installments beginning on December 31, 2000.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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