

NEXTEL PARTNERS INC

Form 4

December 03, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
MANNING DONALD J

(Last) (First) (Middle)

4500 CARILLON POINT

(Street)

KIRKLAND, WA 98033

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NEXTEL PARTNERS INC [NXTP]

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

12/01/2004

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)

Vice President and Secretary

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
Class A Common Stock	12/01/2004		M		12,500	A	\$ 1.67 74,500
Class A Common Stock	12/01/2004		S ⁽¹⁾		44	D	\$ 18.25 74,456
Class A Common Stock	12/01/2004		S ⁽¹⁾		1,305	D	\$ 18.24 73,151
Class A Common	12/01/2004		S ⁽¹⁾		707	D	\$ 18.22 72,444

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Stock								
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	13	D	\$ 18.2	72,431	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	633	D	\$ 18.17	71,798	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	663	D	\$ 18.13	71,135	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	211	D	\$ 18.1	70,924	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	2,088	D	\$ 18.09	68,836	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	82	D	\$ 18.06	68,754	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	546	D	\$ 18.05	68,208	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	365	D	\$ 18.04	67,843	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	392	D	\$ 18.03	67,451	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	376	D	\$ 18.02	67,075	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	285	D	\$ 18.01	66,790	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	4,595	D	\$ 18	62,195	D	
Class A Common Stock	12/01/2004	<u>S⁽¹⁾</u>	195	D	\$ 17.9	62,000	D ⁽²⁾	

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

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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.67	12/01/2004		M	12,500	⁽³⁾ 01/29/2009	Class A Common Stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANNING DONALD J 4500 CARILLON POINT KIRKLAND, WA 98033			Vice President and Secretary	

Signatures

Donald J. Manning 12/03/2004

__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 13, 2004.
- (2) The reporting person sold an aggregate of 12,500 shares on December 1, 2004 in multiple transactions at various prices.
- (3) The Options vested in three equal annual installments beginning on January 29, 2000.

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.