

RILEY THOMAS F
Form 4
June 20, 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 *
RILEY THOMAS F

2. Issuer Name and Ticker or Trading Symbol
ALAMOSA HOLDINGS INC
[APCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2005

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

5 NORTH MCCORMICK

(Street)

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

OKLAHOMA CITY, OK 73127

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				0								
				(1)								
Contract to Sell	(1) (2) (3) (4) (5)	06/17/2005	J	(2)					(1)(2)(3)(4)(5)	(1)(2)(3)(4)(5)	Common Stock	3,000,000
				(3)								
				(4)								
				(5)								

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY THOMAS F 5 NORTH MCCORMICK OKLAHOMA CITY, OK 73127			X	

Signatures

Thomas F.
Riley, Jr. 06/20/2005

**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) On June 15, 2005, the Reporting Person entered into a postpaid forward contract with an unaffiliated securities brokerage firm relating to up to 3,000,000 shares of Alamosa Holdings, Inc. common stock ("Common Stock"). Pursuant to the contract, the brokerage firm sold an aggregate of 3,000,000 shares of Common Stock into the public market in accordance with paragraphs (f) and (g) of Rule 144 under the Securities Act of 1933, as amended.

(2) The postpaid forward contract provides that (i) on June 19, 2006, Reporting Person will deliver, in the aggregate, a number of shares of Common Stock to the brokerage firm (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor price of \$10.51, a delivery of 500,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$15.83), a delivery of between 331,965 and 500,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price; (continued to footnote 3)

(3) (ii) the postpaid forward contract provides that on December 18, 2006, Reporting Person will deliver, in the aggregate, a number of shares of Common Stock to the brokerage firm (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less than the downside floor price of \$9.86, a delivery of 1,250,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$16.86), a delivery of between 731,020 and 1,250,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price; (continued to footnote 4)

(4) (iii) the postpaid forward contract provides that on June 18, 2007, Reporting Person will deliver, in the aggregate, a number of shares of Common Stock to the brokerage firm (or, at their election, the cash equivalent of such shares) as follows: (a) if the settlement price is less

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than the downside floor price of \$9.86, a delivery of 1,250,000 shares of Common Stock; and (b) if the settlement price is equal to or greater than the downside floor price (with a cap price of \$17.37), a delivery of between 709,557 and 1,250,000 shares of Common Stock (subject to adjustment for capital restructurings), dependent upon the settlement price.

- Pursuant to the variable forward contract, the Reporting Person has the option to cash settle the contract, with the cash settlement amount
- (5) being equal to the number of shares to be delivered multiplied by the relevant price. The Reporting Person has pledged 3,000,000 shares of Common Stock to the brokerage firm as security for its obligation to deliver shares at the termination of the contract.
 - (6) Chickasaw Holdings Inc., of which the Reporting Person is an officer and director, owns 3,000,000 shares of Common Stock.

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.