

Edgar Filing: VOICESTREAM WIRELESS CORP /DE - Form 4

VOICESTREAM WIRELESS CORP /DE
 Form 4
 May 10, 2001

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 FORM 4

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

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
 INSTRUCTION 1(b).

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(f) of the Investment Company
 Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol	6. R
Nelson	Jonathan	M.	VoiceStream Wireless Corporation (VSTR)	t
(Last)	(First)	(Middle)		
c/o Providence Ventures			3. IRS or Social Security	4. Statement for
50 Kennedy Plaza			Number of Reporting	Month/Year
			Person (Voluntary)	4/2001
				5. If Amendment,
Providence	(Street)	02903		Date of Original
	RI			(Month/Year)
(City)	(State)	(Zip)		7. I
USA				(

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

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 Beneficial Owned at End of Mo (Instr. 3)
		Code V	Amount (A) or Price (D)	
Common Stock	4/19/2001	S(2)	1,500.00 D \$105.00	
Common Stock	4/24/2001	S(2)	1,997.00 D \$105.00	
Common Stock	4/25/2001	S(2)	29,000.00 D \$105.1707	98,46
Common Stock	4/19/2001	S(2)	150,416.00 D \$105.00	
Common Stock	4/24/2001	S(2)	31,962.00 D \$105.00	
Common Stock	4/25/2001	S(2)	350,000.00 D \$105.38	
Common Stock	4/27/2001	S(2)	1,597.00 D \$105.00	1,638,21

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 *If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (CONTINUED)

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)	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.
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			Code V	(A)	(D)	Date Exercisable	Expiration Date
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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

1. Mr. Nelson is (i) President of Providence Media Services Inc., (ii) a member and a managing director of Providence Equity Partners III, L.L.C. which controls Providence Equity Partners III L.P. and Providence Equity Operating Partners III L.P. and Providence Media Partners L.P. except to the extent of his pecuniary interest in Providence Media Partners L.P. (iii) a managing general partner of Providence Ventures L.P., which controls Providence Media Partners L.P. except to the extent of his pecuniary interest in Providence Media Partners L.P.

2. The sale is pursuant to a Rule 10b5-1 plan on file with the Company.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

/s/ JONATHAN

**Signature of
Jonathan

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.