

AIRGATE PCS INC /DE/
Form 4
February 16, 2005

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 *
DOUGHERTY THOMAS M

(Last) (First) (Middle)

AIRGATE PCS, INC., 233
PEACHTREE STREET, NE, SUITE
1700

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AIRGATE PCS INC /DE/ [PCSA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2005		D		3,256	D	0
Common Stock	02/15/2005		D		15,486	D	0

see footnote (2)

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified Employee Stock Options (right to buy) <u>(3)</u>	\$ 4.1	02/15/2005		D	10,000	<u>(4)</u> 12/17/2012	Common Stock	10,000
Non-qualified Employee Stock Options (right to buy) <u>(5)</u>	\$ 15.93	02/15/2005		D	75,000	<u>(6)</u> 04/08/2014	Common Stock	75,000
Restricted Stock Units <u>(7)</u>		02/15/2005		D	25,000	<u>(8)</u> <u>(9)</u>	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOUGHERTY THOMAS M AIRGATE PCS, INC. 233 PEACHTREE STREET, NE, SUITE 1700 ATLANTA, GA 30303	X		President & CEO	

Signatures

/s/ Thomas M. Dougherty
Date: 02/15/2005

**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) Disposed of pursuant to merger agreement between the issuer, Alamosa Holdings, Inc. and A-Co. Merger Sub, Inc. in exchange for \$36.62 per share of AirGate common stock.
- (2)

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Represents 15,000 shares held jointly with his spouse, 130 shares held by his children, 216 shares held in his 401(k) account and 140 shares held through the AirGate PCS, Inc. Employee Stock Purchase Plan.

- (3) These Non-Qualified Stock Options were granted on December 17, 2002 pursuant to the terms of the AirGate PCS, Inc. Amended and Restated 2002 Long Term Incentive Plan (the "2002 LTIP").

This option provided for vesting in the amount of 25% of the total grant on each anniversary of the grant date. On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of these options, effective immediately prior to the closing of the merger on February 15, 2005 between the issuer and A-Co. Merger Sub, Inc., a wholly-owned subsidiary of Alamosa Holdings, Inc. The option was cancelled in the merger in exchange for a cash payment of \$325,200.00, representing the number of shares subject to the option times the difference between the exercise price of the option and the average closing price of Alamosa common stock for the ten trading days prior to the merger multiplied by 2.87 (\$36.62 per share).

- (4) These Non-Qualified Stock Options were granted on April 8, 2004 pursuant to the terms of the 2002 LTIP.

This option provided for vesting in the amount of 25% of the total grant on each anniversary of the grant date, beginning April 8, 2005. On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of these options, effective immediately prior to the closing of the merger on February 15, 2005. The option was cancelled in the merger in exchange for a cash payment of \$1,551,750.00, representing the number of shares subject to the option times the difference between the exercise price of the option and the average closing price of Alamosa common stock for the ten trading days prior to the merger multiplied by 2.87 (\$36.62 per share).

- (5) Convertible into the issuer's common stock on a 1-for-1 basis.

These Restricted Stock Units ("RSUs") were scheduled to vest on April 8, 2007, subject to the achievement of certain performance objectives as detailed in the 2002 LTIP. On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of the RSUs, effective immediately prior to the closing of the merger on February 15, 2005. The RSUs were cancelled in the merger in exchange for a cash payment of \$915,500.00, representing the number of RSUs times the average closing price of Alamosa common stock for the ten trading days prior to the merger multiplied by 2.87 (\$36.62 per share).

- (6) None.

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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