

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
Stapleton Robert R.	VoiceStream Wireless Corporation (VSTR)	t
(Last) (First) (Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year
VoiceStream Wireless Corporation 12920 SE 38th Street		4/2001
Bellevue WA 98006		5. If Amendment, Date of Original (Month/Year)
(City) (State) (Zip)		

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

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 Beneficia Owned at End of Mo (Instr. 3)
		Code V	Amount (A) or (D) Price	
Common Stock	4/18/2001	M	13,529.00 A \$5.11	
Common Stock	4/18/2001	S	13,529.00(1) D \$103.518	
Common Stock	4/18/2001	M	36,471.00 A \$2.13	
Common Stock	4/18/2001	S	36,471.00(2) D \$103.518	198,485.0
Common Stock				624.0

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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. Date Exercisable and Expiration Date
			Code	V	(A)	(D)
Stock Option - Right to Buy	5.153	4/18/2001	M		13,529.00	Immed. 12/31/2004
Stock Option - Right to Buy	2.146	4/18/2001	M		36,471.00	Immed. 01/01/2004
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)				
95,785.00 (2)	D					
0.00 (2)	D					

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Explanation of Responses:

1. The sale was pursuant to a Rule 10b5-1 plan on file with the Company.
2. The option grant has been adjusted to reflect the .0075 stock dividend declared by VoiceStream Wireless Corporation on March 12, 2001.
3. On March 12, 2001, VoiceStream Wireless Corporation declared a stock dividend, payable to all holders of record of common stock on March 23, 2001, of .0075 shares of common stock for each share of common stock outstanding. As a result, the reporting person received an additional 1.477 shares of common stock.
4. On March 12, 2001, VoiceStream Wireless Corporation declared a stock dividend, payable to all holders of record of common stock on March 23, 2001, of .0075 shares of common stock for each share of common stock outstanding. As a result, the reporting person received an additional 4 shares of common stock.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. /s/
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). -----

**Si

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.