

ALLTEL CORP
Form 5
February 08, 2005

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Crown William H

(Last) (First) (Middle)

222 N. LASALLE ST., SUITE 2000

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALLTEL CORP [AT]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

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)

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | ^ | ^ | 3 ⁽¹⁾ | ^ | ^ | ^ | ^ | I | Note ⁽¹⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 200,000 | I | See note ⁽²⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 560,201 | I | See note ⁽³⁾ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 3,240,597 | I | See note ⁽⁴⁾ |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-----------|---|-------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 1,004,094 | I | See note ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 492 | D | Â |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Crown William H 222 N. LASALLE ST. SUITE 2000 CHICAGO, IL 60601 | Â X | Â | Â | Â |

Signatures

/s/ William H. Crown
Date: 02/08/2005

**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) The Reporting Person's spouse owned 99 shares of common stock on April 22, 2004, the date on which the Reporting Person became an officer of Alltel Corporation.
- (2) Owned by a partnership, Areljay, L.P., a partner of which is a corporation of which the Reporting Person is a shareholder, officer and director, and another partner of which is a partnership of which the Reporting Person is a partner

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- (3) Owned by a partnership, the Crown Fund, of which the Reporting Person and trusts for his benefit, are partners
- (4) Owned by a partnership, Independent Cellular Network Partners, a partner of which is a partnership of which the Reporting Person, and trusts for his benefit, are partners
- (5) Owned by a corporation, Henry Crown and Company, of which the Reporting Person is an officer and a director, and of which the Reporting Person and trusts for his benefit, are shareholders

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Remarks:

The Reporting Person disclaims beneficial ownership of the shares of common stock reported herein

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

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