#### SPRINT NEXTEL CORP

Form 4

August 16, 2005

#### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HILL JANET

2. Issuer Name and Ticker or Trading Symbol

SPRINT NEXTEL CORP [S]

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

(Middle)

(Zip)

3. Date of Earliest Transaction

X\_ Director

(Check all applicable)

(First) 2001 EDMUND HALLEY DRIVE

(State)

(Month/Day/Year) 08/12/2005

Officer (give title below)

10% Owner Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

(Street)

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Form filed by More than One Reporting Person

RESTON, VA 20191

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	` '		
Common Stock	08/12/2005		A	9,460 (1)	A	$\frac{\$ 0}{\stackrel{(1)}{}}$	9,460	D	
Common Stock	08/12/2005(2)		A	10 (3)	A	\$ 0 (2)	9,470	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Non- Qualified Stock Option(right to buy)	\$ 13.35	08/12/2005		A	6,500	<u>(4)</u>	09/13/2011	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 47.64	08/12/2005		A	26,000	<u>(4)</u>	02/17/2010	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 17.16	08/12/2005		A	32,500	<u>(4)</u>	02/20/2011	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 6.65	08/12/2005		A	6,500	<u>(4)</u>	09/28/2011	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 8.24	08/12/2005		A	6,500	<u>(4)</u>	11/30/2011	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 3.86	08/12/2005		A	1,446	<u>(4)</u>	02/13/2012	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 3.74	08/12/2005		A	6,500	<u>(4)</u>	05/31/2012	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 6.14	08/12/2005		A	6,500	<u>(4)</u>	09/06/2012	Common Stock	0
Non-Qualified Stock Option(right to	\$ 10.06	08/12/2005		A	6,500	<u>(4)</u>	12/03/2012	Common Stock	0

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buy)								
Non-Qualified Stock Option(right to buy)	\$ 10.83	08/12/2005	A	13,000	<u>(4)</u>	02/28/2013	Common Stock	C
Non-Qualified Stock Option(right to buy)	\$ 11.53	08/12/2005	A	3,250	<u>(4)</u>	05/30/2013	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 14.87	08/12/2005	A	3,250	<u>(4)</u>	08/29/2013	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 19.48	08/12/2005	A	3,250	<u>(4)</u>	11/28/2013	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 20.38	08/12/2005	A	3,250	<u>(4)</u>	02/27/2014	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 17.62	08/12/2005	A	4,875	<u>(4)</u>	05/27/2014	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 17.84	08/12/2005	A	4,875	<u>(4)</u>	08/31/2014	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 21.89	08/12/2005	A	3,250	<u>(4)</u>	11/30/2014	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 22.64	08/12/2005	A	3,250	<u>(4)</u>	02/28/2015	Common Stock	C
Non-Qualified Stock Option(right to buy)	\$ 22.84	08/12/2005	A	3,250	<u>(4)</u>	05/26/2015	Common Stock	0
Non-Qualified Stock Option(right to buy)	\$ 37.4	08/12/2005	A	13,000	<u>(4)</u>	11/17/2009	Common Stock	C

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HILL JANET
2001 EDMUND HALLEY DRIVE X
RESTON, VA 20191

## **Signatures**

/s/ Richard Montfort Attorney-in-Fact

08/16/2005

\*\*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).
  - The shares of series 1 common stock were acquired pursuant to the merger agreement between Nextel Communications, Inc. and Sprint Corporation, which provides for the conversion of each outstanding share of Nextel class A common stock into approximately 1.2675
- (1) shares of Sprint Nextel common stock and cash equal to the product of the cash ratio of 0.0325 and the average of the per share closing prices of shares of Sprint series 1 common stock during the 20 trading day period on the New York Stock Exchange ending on (and including) the August 12, 2005, the closing date of the merger.
- (2) These share units are issued under Sprint Nextel?s 1997 Long-Term Stock Incentive Program. Each unit represents the right to receive one share of the underlying security at a date in the future.
- (3) These share units vest 100% on the first anniversary of the grant date.
- (4) Options fully vested.
- This option was assumed by Sprint Nextel in the merger and replaced with an option to purchase shares of Sprint Nextel common stock, with the number of shares issuable under the options and exercise prices for those options adjusted based on an exchange ratio of 1.3 to 1 with no change to the aggregate exercise price.

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.

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