

WILSON DAVID
Form 4
March 16, 2011

FORM 4

**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).

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 *
WILSON DAVID

2. Issuer Name and Ticker or Trading Symbol
ALASKA COMMUNICATIONS SYSTEMS GROUP INC [ALSK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Exec. VP and CFO

C/O ALASKA COMMUNICATIONS SYSTEMS, 600 TELEPHONE AVE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

ANCHORAGE, AK 99503

(City) (State) (Zip)

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 or Disposed of (A) or (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
common stock, \$.01 par value	03/14/2011		M ⁽¹⁾	A	\$ 0	214,562	D
common stock, \$.01 par value	03/14/2011		F	D	\$ 10.08	209,261	D
common stock, \$.01 par value	03/16/2011		S ⁽²⁾	D	\$ 9.864	169,011	D
					<u>(3)</u>		

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

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(9-02)

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)	Amount or Number of Shares
Restricted stock units	\$ 0	03/14/2011		M	4,111	03/14/2011 ⁽⁴⁾ - ⁽⁴⁾	Common stock	4,111
Restricted stock units	\$ 0	03/14/2011		M	7,955	03/14/2011 ⁽⁵⁾ - ⁽⁵⁾	Common stock	7,955
Restricted stock units	\$ 0	03/14/2011		M	7,966	03/14/2011 ⁽⁶⁾ - ⁽⁶⁾	Common stock	7,966

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON DAVID C/O ALASKA COMMUNICATIONS SYSTEMS 600 TELEPHONE AVE ANCHORAGE, AK 99503			Exec. VP and CFO	

Signatures

/s/ Leonard Steinberg for David
Wilson
03/16/2011

**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) Performance accelerated restricted stock award under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan

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- (2) This transaction was made pursuant to a plan intended to comply with Rule 10b5-1(c), previously entered into in March 2011.
Reflects weighted average sale price. The range of prices for such transaction is \$9.785 to \$9.93. The reporting person hereby undertakes
- (3) to provide, upon request by the Securities and Exchange Commission staff, the issuer, or a shareholder of the issuer, full information regarding the number of shares sold at each separate price.
Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan as
- (4) part of a larger award, 4,111 shares of which have previously vested upon achievement of company performance goals. An additional 4,111 shares will vest on 1/1/2013 subject to continued employment.
Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan as
- (5) part of a larger award, 7,955 shares of which will vest on 1/1/2014 subject to continued employment. An additional 7,955 shares may vest under such award, if future company performance goals are achieved.
Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan which
- (6) will vest on 1/1/2015 subject to continued employment. For each of the next two successive years, 1/2 of the remaining grant will vest on an accelerated basis, if the company performance target is achieved.

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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