

Todd Michael R  
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 \*  
Todd Michael R

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)  
600 TELEPHONE AVE, MS #65  
(Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice Pres, Eng. & Ops

ANCHORAGE, AK 99503

(City) (State) (Zip)

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

**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, \$.01 par value   | 03/14/2011                           |  | M <sup>(1)</sup>               | 7,665 A \$ 0  | 9,735   | D  |                                   |
| Common stock, \$.01 par value   | 03/14/2011                           |  | F                              | 2,295 D \$ 10.08  | 7,440   | D  |                                   |

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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted stock units                     | \$ 0   | 03/14/2011                           |  | M                              | 967   | 03/14/2011 <sup>(2)</sup> <sup>(2)</sup>                 | Common stock  | 967                        |
| Restricted stock units                     | \$ 0   | 03/14/2011                           |  | M                              | 3,198   | 03/14/2011 <sup>(3)</sup> <sup>(3)</sup>                 | Common stock  | 3,198                      |
| Restricted stock units                     | \$ 0   | 03/14/2011                           |  | M                              | 3,500   | 03/14/2011 <sup>(4)</sup> <sup>(4)</sup>                 | Common stock  | 3,500                      |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Todd Michael R<br>600 TELEPHONE AVE, MS #65<br>ANCHORAGE, AK 99503 |               |           | Sr. Vice Pres, Eng. & Ops |       |

## Signatures

/s/Leonard A. Steinberg for Michael R. Todd  
Date: 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  
Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan as part of a larger award, 966 shares of which have previously vested upon achievement of company performance goals. An additional 966 shares will vest on 1/1/2013 subject to continued employment.
- (2) Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan as part of a larger award, 3,198 shares of which will vest on 1/1/2014 subject to continued employment. An additional 3,199 shares may vest under such award, if future company performance goals are achieved.
- (3) Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan which 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

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an accelerated basis, if the company performance target is met.

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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