Williams Foster C Form 4 March 16, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Williams Foster C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALASKA COMMUNICATIONS SYSTEMS GROUP INC [ALSK]

(Check all applicable)

(Last) (First) (Middle)

(Street)

(State)

(Zip)

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

Director 10% Owner Other (specify X_ Officer (give title below)

Chief Human Resources Officer

C/O ALASKA **COMMUNICATIONS** SYSTEMS, 600 TELEPHONE

AVENUE, MS #65

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

vivative Securities Assuring Disposed of an Depolicially O

X Form filed by One Reporting Person Form filed by More than One Reporting

ANCHORAGE, AK 99503

(City)	(State)	Tabl	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		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)	
stock, \$.01 par value	03/14/2011		M(1)	4,647	A	\$ 0	4,647	D	
Common stock, \$.01 par value	03/14/2011		F	1,425	D	\$ 10.08	3,222	D	

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

Edgar Filing: Williams Foster C - Form 4

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.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number op 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	\$ 0	03/14/2011		M	4,647	03/14/2011(2)	(2)	Common stock	4,647

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Williams Foster C C/O ALASKA COMMUNICATIONS SYSTEMS 600 TELEPHONE AVENUE, MS #65 ANCHORAGE, AK 99503

Chief Human Resources Officer

Signatures

/s/ Leonard A. Steinberg for Foster C. Williams

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 which (2) will vest on 7/1/2015 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 acheived.

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.

Reporting Owners 2