

STEINBERG LEONARD
Form 4
March 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
STEINBERG LEONARD

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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, General Counsel, Secretary

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 (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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
common stock, \$.01 par value	03/14/2011		M ⁽¹⁾	A	\$ 0	118,568 ⁽²⁾	D
common stock, \$.01 par value	03/14/2011		F	D	\$ 10.08	113,196	D

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

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SEC 1474 (9-02)

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Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan as 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.

- (4) Amount represents restricted stock units granted under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan as part of a larger award, 7,231 shares will vest on 1/1/2014 subject to continued employment. An additional 7,233 shares may vest under such award, if future company performance targets are achieved.

- (5) 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 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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