AIRGATE PCS INC /DE/
Form 4
February 16, 2005

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 *
Crawford Johnny R

(Last) (First) (Middle)

AIRGATE PCS, INC., 233 PEACHTREE STREET, NE, SUITE 1700

(Street)

ATLANTA, GA 30303

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AIRGATE PCS INC /DE/ [PCSA]

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President - Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount o Underlying Securities

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-qualified Employee Stock Options (right to buy) (1)	$ 4.1	02/15/2005		D			400	(2)	12/17/2012	Common Stock	400
Non-qualified Employee Stock Options (right to buy) (3)	$ 15.93	02/15/2005		D			4,500	(4)	04/08/2014	Common Stock	4,500
Non-qualified Employee Stock Options (right to buy) (5)	$ 233.3	02/15/2005		D			400	(6)	12/18/2011	Common Stock	400
Incentive Stock Options (right to buy) (7)	$ 183.75	02/15/2005		D			341	(8)	11/15/2010	Common Stock	341
Incentive Stock Options (right to buy) (9)	$ 70	02/15/2005		D			2,200	(10)	07/28/2009	Common Stock	2,200
Restricted Stock Units	(11)	02/15/2005		D			1,500	(12)	(13)	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crawford Johnny R AIRGATE PCS, INC. 233 PEACHTREE STREET, NE, SUITE 1700 ATLANTA, GA 30303			Vice President - Engineering	

Signatures

/s/ Johnny Crawford	02/15/2005
**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).

(1) These Non-Qualified Stock Options were granted on December 17, 2002 pursuant to the AirGate PCS, Inc. Amended and Restated 2002 Long Term Incentive Plan (the "2002 LTIP").

(2) These options provided for vesting in the amount of 25% of the total grant on each anniversary of the grant date. On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of these options, effective immediately prior to the closing of the merger on February 15, 2005 between the issuer and A-Co. Merger Sub, Inc., a wholly-owned subsidiary of Alamosa Holdings, Inc. These options were cancelled pursuant to the merger agreement among issuer, Alamosa Holdings, Inc. and A-Co. Merger Sub, Inc. in exchange for a cash payment of $13,008.00, representing the number of shares subject to the option times the difference between the exercise price of the option and the average closing price of Alamosa common stock for the ten trading days prior to the merger multiplied by 2.87 ($36.62 per share).

(3) These Non-Qualified Stock Options were granted on April 8, 2004 pursuant to the 2002 LTIP.

(4) These options provided for vesting in the amount of 25% of the total grant on each anniversary of the grant date, beginning April 8, 2005. On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of these options, effective immediately prior to the closing of the merger on February 15, 2005. These options were cancelled in the merger in exchange for a cash payment of $93,105.00, representing the number of shares subject to the option times the difference between the exercise price of the option and the average closing price of Alamosa common stock for the ten trading days prior to the merger multiplied by 2.87 ($36.62 per share).

(5) These Non-Qualified Stock Options were granted on December 21, 2004 pursuant to the AirGate PCS, Inc. 2000 Amended and Restated Long Term Incentive Plan.

(6) These options provided for vesting in the amount of 25% of the total grant on each anniversary of the grant date, beginning December 18, 2002. On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of these options, effective immediately prior to the closing of the merger on February 15, 2005. These options were cancelled in the merger for no consideration.

(7) These Incentive Stock Options were granted on November 15, 2000 pursuant to the AirGate PCS, Inc. 1999 Stock Option Plan.

(8) On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of these options, effective immediately prior to the closing of the merger on February 15, 2005. These options were cancelled in the merger for no consideration.

(9) These Incentive Stock Options were granted on July 28, 1999 pursuant to the AirGate PCS, Inc. 1999 Stock Option Plan.

(10) On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of these options, effective immediately prior to the closing of the merger on February 15, 2005. The options were cancelled in the merger for no consideration.

(11) Convertible into the issuer's common stock on a 1-for-1 basis.

(12) These Restricted Stock Units ("RSUs") were scheduled to vest on April 8, 2005, subject to the achievement of certain performance objectives as detailed in the 2002 LTIP. On February 7, 2005, the Company's board of directors approved the full acceleration of vesting of the RSUs, effective immediately prior to the closing of the merger on February 15, 2005. The RSUs were cancelled in the merger in exchange for a cash payment of $54,930.00, representing the number of RSUs times the average closing price of Alamosa common stock for the ten trading days prior to the merger multiplied by 2.87 ($36.62 per share).

(13) None.

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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