

SUNCOM WIRELESS HOLDINGS, INC.

Form 4

April 24, 2007

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 *
JP MORGAN PARTNERS 23A
SBIC LP

(Last) (First) (Middle)

J.P. MORGAN PARTNERS, 270
PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SUNCOM WIRELESS HOLDINGS, INC. [SWSH.OB]

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

04/20/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 |
| Class A Common Stock | 04/20/2007 | | S | | 380,387 | D | \$ 1.7 8,697,770 |
| Class A Common Stock | 04/20/2007 | | S | | 316,317 | D | \$ 1.7 7,232,787 |
| Class A Common Stock | 04/20/2007 | | S | | 15,796 | D | \$ 1.7 361,199 |

(FN) (1)

(FN) (2)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JP MORGAN PARTNERS 23A SBIC LP
J.P. MORGAN PARTNERS
270 PARK AVENUE
NEW YORK, NY 10017

X

JP MORGAN CAPITAL LP
C/O J.P. MORGAN PARTNERS, LLC
270 PARK AVENUE
NEW YORK, NY 10017

X

JP Morgan Capital Management Company, L.P.
C/O J.P. MORGAN PARTNERS, LLC
270 PARK AVENUE
NEW YORK, NY 10017

X

JP MORGAN CAPITAL MANAGEMENT CO LLC
C/O J.P. MORGAN PARTNERS, LLC
270 PARK AVENUE
NEW YORK, NY 10017

X

SIXTY WALL STREET FUND LP
270 PARK AVENUE
NEW YORK, NY 10017

X

X

J P MORGAN PARTNERS 23A SBIC MANAGER INC
C/O JPMORGAN PARTNERS
270 PARK AVENUE
NEW YORK, NY 10017

Signatures

CBCI, L.P., By: J.P. Morgan Partners (23A SBIC Manager), Inc. As General Partner, By: /s/
John C. Wilmot, Managing Director

04/24/2007

__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) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Capital, L.P. The Reporting Person has no pecuniary interest in such securities.
- (2) The amount shown represents the beneficial ownership of the Issuer's equity securities by Sixty Wall Street Fund, L.P. The Reporting Person has no pecuniary interest in such securities.

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.