

AIRGATE PCS INC /DE/
Form 3
December 22, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Crawford Johnny R
(Last) (First) (Middle)

AIRGATE PCS INC.,Â 233
PEACHTREE STREET STE
1700

(Street)

ATLANTA,Â GAÂ 30303

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
12/21/2004

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
VP, Eng. & Network Ops.

5. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

				Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Employee Stock Options (right to buy) ⁽¹⁾	Â ⁽²⁾	04/08/2014	Common Stock	4,500	\$ 15.93	D	Â
Non-Qualified Employee Stock Options (right to buy) ⁽³⁾	Â ⁽³⁾	12/17/2012	Common Stock	800	\$ 4.1	D	Â
Non-Qualified Employee Stock Options (right to buy) ⁽⁴⁾	Â ⁽⁴⁾	12/18/2011	Common Stock	400	\$ 233.3	D	Â
Non-Qualified Employee Stock Options (right to buy) ⁽⁵⁾	Â ⁽⁵⁾	11/15/2010	Common Stock	341	\$ 183.75	D	Â
Incentive Stock Options (right to buy) ⁽⁵⁾	Â ⁽⁵⁾	07/28/2009	Common Stock	3,000	\$ 70	D	Â
Restricted Stock Units ⁽¹⁾	Â ⁽⁶⁾	Â ⁽⁷⁾	Common Stock	1,500	\$ ⁽⁸⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crawford Johnny R AIRGATE PCS INC. 233 PEACHTREE STREET STE 1700 ATLANTA, GA 30303	Â	Â	Â VP, Eng. & Network Ops.	Â

Signatures

Johnny R
Crawford
12/22/2004

 **Signature of
Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 and the Restricted Stock Units are granted pursuant to the terms of the AirGate PCS, Inc. Amended and Restated 2002 Long Term Incentive Plan (the "2002 LTIP").
- (2) These Non-Qualified Stock Options vest in the amount of 25% of the total grant on each anniversary of the grant date, commencing on April 8, 2005.
- (3) These Non-Qualified Stock Options are granted pursuant to the terms of the AirGate PCS, Inc. 2002 Long Term Incentive Plan. The options vest in the amount of 25% of the total grant on each anniversary of the grant date, commencing on December 17, 2003.
- (4) These Non-Qualified Stock Options are granted pursuant to the terms of the AirGate PCS, Inc. 2000 Amended and Restated Long Term Incentive Plan. The options vest in the amount of 25% of the total grant on each anniversary of the grant date, commencing on December

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18, 2002.

- (5) These Incentive Stock Options are granted pursuant to the terms of the AirGate PCS, Inc. 1999 Stock Option Plan. All these options have vested.
- (6) These Restricted Stock Units vest on April 8, 2007, subject to the achievement of certain performance objectives as detailed in the 2002 LTIP.
- (7) None.
- (8) 1 for 1.

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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