Edgar Filing: SABRE HOLDINGS CORP - Form 4

SABRE HOI Form 4 May 31, 200	LDINGS CORP 5									
FORM	UNITED	STATES		RITIES A			E COMMISSIO		PPROVAL 3235-0287 January 31,	
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur Section 17(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 F	Responses)									
1. Name and A CALDWEL	Person <u>*</u>	2. Issuer Name and Ticker or Trading Symbol SABRE HOLDINGS CORP [NYSE TSG]				 5. Relationship of Reporting Person(s) to Issuer E: (Check all applicable) 				
(Last) (First) (Middle) 3150 SABRE DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/26/2005				XDirector10% Owner Officer (give titleOther (specify below)below)			
SOUTHLAI	Filed(Month/Day/Year) A				Applicable Line) _X_ Form filed b Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	Tah	ole I - Non-	Derivative	e Securities A	Person	of. or Beneficia	llv Owned	
	2. Transaction Date (Month/Day/Year)	Execution any	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed	ties (A) or (of (D) 4 and 5) (A) or	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	
Reminder: Rep	ort on a separate line	e for each cla	ass of sec	urities bene	Perso infor requi	ons who res nation cont red to resp	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Dispose (D)	Disposed of (D) (Instr. 3, 4,				(Instr.	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	\$ 20.32 (1)	05/26/2005	A <u>(2)</u>	38.84 (2)		(3)	(3)	Class A Common Stock	38.84 (2)	\$ 20

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
CALDWELL ROYCE S 3150 SABRE DRIVE SOUTHLAKE, TX 76092	Х			
Signatures				
Royce S. Caldwell by James F. attorney-in-fact	. Brashear	•,		05/31/2005
**Signature of Reportin			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 deemed purchase price for such securities is the fair market value of shares of Sabre Holdings' Class A Common Stock on May 26, 2005, the payment date for a cash dividend.
- (2) Reflects automatic reinvestment of a cash dividend on securities held as of May 13, 2005, the record date for such dividend, pursuant to the terms and conditions of the Sabre Holdings Corporation 2003 Directors Deferred Compensation and Deferred Stock Unit Plan.
- (3) Deferred Stock Units are accrued under Sabre Holdings Corporation 2003 Directors Deferred Compensation and Deferred Stock Unit Plan and are to be settled in cash after the Reporting Person leaves the Board of Directors.

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.