

SABRE HOLDINGS CORP
Form 4
April 03, 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 *
PELUSO MICHELLE A

(Last) (First) (Middle)
3150 SABRE DRIVE
(Street)

SOUTHLAKE, TX 76092

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SABRE HOLDINGS CORP [TSG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/30/2007

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)
President and CEO, Travelocity

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| Class A Common Stock | 03/30/2007 | | D ⁽¹⁾ | 48,994 | D | \$ 32.75 | 48,450 ⁽²⁾ | D |
| Class A Common Stock | 03/30/2007 | | D ⁽³⁾ | 48,450 | D | \$ 32.75 | 0 | 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options (Right to Buy) | \$ 17.99 | 03/30/2007 | | D | 8,000 | ⁽⁴⁾ 01/28/2013 | Class A Common Stock 8,000 |
| Employee Stock Options (Right to Buy) | \$ 20.45 | 03/30/2007 | | D | 20,000 | ⁽⁶⁾ 12/02/2013 | Class A Common Stock 20,000 |
| Employee Stock Options (Right to Buy) | \$ 20.45 | 03/30/2007 | | D | 10,000 | ⁽⁸⁾ 12/02/2013 | Class A Common Stock 10,000 |
| Employee Stock Options (Right to Buy) | \$ 20.92 | 03/30/2007 | | D | 18,400 | ⁽⁶⁾ 02/07/2015 | Class A Common Stock 18,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PELUSO MICHELLE A 3150 SABRE DRIVE SOUTHLAKE, TX 76092 | | | President and CEO, Travelocity | |

Signatures

Michelle A. Peluso by James F. Brashear,
attorney-in-fact 04/03/2007

__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) Consists of Reporting Person's holdings of Class A Common Stock which were converted into the right to receive \$32.75 per share in cash or equity, as applicable, on the Transaction Date under the terms of the Merger Agreement dated December 12, 2006, by and among Issuer and Sovereign Holdings, Inc. and Sovereign Merger Sub, Inc.

(2) Includes 48,450 restricted shares.

(3) Includes Reporting Person's restricted stock units which were accelerated and converted into the right to receive \$32.75 per share in cash or equity, as applicable, on the Transaction Date under the terms of the Merger Agreement dated December 12, 2006, by and among Issuer and Sovereign Holdings, Inc. and Sovereign Merger Sub, Inc.

(4) These options became fully vested on January 28, 2007.

(5) Reporting Person's options were canceled in accordance with the Merger Agreement dated December 12, 2006, by and among Issuer and Sovereign Holdings, Inc. and Sovereign Merger Sub, Inc. Award granted under issuer's Amended and Restated 1996 Long-Term Incentive Plan. In accordance with the Merger Agreement, this option was cancelled and converted into the right to receive cash in an amount equal to the excess (if any) of \$32.75 per share over the exercise price per share of the option, multiplied by the number of shares subject to the option.

(6) The option vests twenty-five percent one year from date of grant with the remainder vesting 6.25% per quarter over the next 36 months.

(7) Reporting Person's options were accelerated and canceled in accordance with the Merger Agreement dated December 12, 2006, by and among Issuer and Sovereign Holdings, Inc. and Sovereign Merger Sub, Inc. Award granted under issuer's Amended and Restated 1996 Long-Term Incentive Plan. In accordance with the Merger Agreement, this option was cancelled and converted into the right to receive cash in an amount equal to the excess (if any) of \$32.75 per share over the exercise price per share of the option, multiplied by the number of shares subject to the option.

(8) These options became fully vested on December 2, 2006.

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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