

Edgar Filing: VOICESTREAM WIRELESS CORP /DE - Form 4

VOICESTREAM WIRELESS CORP /DE

Form 4

April 10, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Bender, Alan R.
 12920 SE 38th Street
 Bellevue, WA 98006
2. Issuer Name and Ticker or Trading Symbol
 VoiceStream Wireless Corporation
 VSTR
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 3/31/2001
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Executive Vice President, General Counsel and Secretary
7. 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D	Price	
Common Stock	3/6/2001	M	10,000	A	\$5.153	
Common Stock	3/6/2001	S	10,000	D	\$100.00	73,949(2)
Common Stock						2,015(3)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call
						Title and Number	

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	Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares
Stock Option - Right to Buy	5.153	3/6/2001	M		10,000	D	Immed	12/31/2004	Common Stock 10,000

Explanation of Responses:

1. The sale was pursuant to a Rule 10b5-1 plan on file with the Company.
2. On March 12, 2001, VoiceStream Wireless Corporation declared a stock dividend, payable to all holders of record of common stock on March 23, 2001, of .0075 shares of common stock for each share of common stock outstanding. As a result, the reporting person received an additional 624 shares of common stock.
3. On March 12, 2001, VoiceStream Wireless Corporation declared a stock dividend, payable to all holders of record of common stock on March 23, 2001, of .0075 shares of common stock for each share of common stock outstanding. As a result, the reporting person received an additional 15 shares of common stock.
4. The option grant has been adjusted to reflect the .0075 stock dividend declared by VoiceStream Wireless Corporation on March 12, 2001.

SIGNATURE OF REPORTING PERSON

/s/ Alan R. Bender

DATE

4/6/2001