

US UNWIRED INC
Form 3/A
August 02, 2005

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â SPRINT CORP		(Month/Day/Year)	US UNWIRED INC [UNWR]	
(Last)	(First)	(Middle)	07/10/2005	
6200 SPRINT PARKWAY		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		07/19/2005
OVERLAND		___ Director		6. Individual or Joint/Group Filing(Check Applicable Line)
PARK,Â KSÂ 66251		___ Officer		__X__ Form filed by One Reporting Person
(City)	(State)	(Zip)	___ Form filed by More than One Reporting Person	
		___ Other		
		(give title below) (specify below)		

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)
Common stock, \$0.01 par value per share	45,671,782 ⁽¹⁾ ⁽²⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Shares (I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPRINT CORP 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251	Â	Â X	Â	Â

Signatures

/s/ Charles Wunsch, Vice President 08/01/2005

**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) Pursuant to an Agreement and Plan of Merger, dated as of July 10, 2005 (the "Merger Agreement"), by and among Sprint Corporation, a Kansas Corporation ("Sprint"), UK Acquisition Corp. (the "Offeror"), a Louisiana corporation and a wholly owned subsidiary of Sprint, and US Unwired Inc., a Louisiana corporation (the "Company"), the Offeror has commenced an offer to purchase all of the common stock, par value \$0.01 per share ("Shares"), of the Company that are issued and outstanding for \$6.25 per Share, net to the seller in cash, less any required withholding taxes and without interest.

(2) In connection with the Merger Agreement and for the purpose of facilitating the transactions contemplated thereby, Sprint entered into a Shareholders Agreement, dated as of July 10, 2005, as modified by a letter of agreement dated August 1, 2005 (the "Shareholders Agreement"), with certain of the Company's shareholders party thereto (collectively, the "Tendering Shareholders"). Pursuant to the Shareholders Agreement, the Tendering Shareholders have agreed to tender an aggregate of 45,671,782 Shares (the "Committed Shares") owned by the Tendering Shareholders to the Offeror. The Committed Shares represent approximately 27% of the issued and outstanding Shares of the Company, or approximately 25% on a fully diluted basis, as of June 30, 2005. Sprint hereby disclaims beneficial ownership of the Committed Shares, and this Form 3 shall not be construed as an admission that Sprint, for any purpose, is beneficial owner of the Committed Shares.

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.