

VALOR COMMUNICATIONS GROUP INC

Form 4

March 18, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Khoury Todd

(Last) (First) (Middle)

C/O VALOR COMMUNICATIONS
GROUP, INC., 201 E. JOHN
CARPENTER FREEWAY, SUITE
200

(Street)

IRVING, TX 75062

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
VALOR COMMUNICATIONS
GROUP INC [VCG]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.0001	03/16/2005		S		1,125,144	D	\$ 15 8,478,532
						I	

By
affiliates
of Vestar
Capital
Partners.
(1)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Khoury Todd
C/O VALOR COMMUNICATIONS GROUP, INC.
201 E. JOHN CARPENTER FREEWAY, SUITE 200
IRVING, TX 75062

X X

Signatures

/s/ William M.
Ojile, Jr.

03/18/2005

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) Shares are held by Vestar Capital Partners?III, L.P. ("VCP III") , Vestar Capital Partners?IV, L.P. ("VCP IV") and Vestar/ Valor LLC ("V/V"). The general partner of VCP III is Vestar Associates?III, L.P. The general partner of Vestar Associates?III, L.P. is Vestar Associates Corporation?III ("VAC III"). VAC?III exercises voting and investment control over shares held by VCP III. The general partner of VCP IV is Vestar Associates?IV, L.P. The general partner of Vestar Associates?IV, L.P. is Vestar Associates Corporation?IV ("VAC IV"). The managing member of V/V is Vestar Capital Partners?IV, LP. The general partner of Vestar Associates?IV, LP is VAC?IV. VAC?IV exercises voting and investment control over the shares held by VCP IV and V/V. Mr.?Khoury is an officer of VAC III and VAC IV, and may be deemed to share beneficial ownership of the shares held by VAC?III and VAC?IV. Mr. Khoury disclaims beneficial ownership of such 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.