

SIXTY WALL STREET SBIC FUND LP

Form 4

February 06, 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 \*  
JP MORGAN SBIC LLC

2. Issuer Name and Ticker or Trading Symbol  
SUNCOM WIRELESS HOLDINGS, INC. [SWSH.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O J.P. MORGAN PARTNERS, LLC, 270 PARK AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2007

\_\_\_\_ Director \_\_\_\_\_ Officer (give title below) \_\_\_\_\_ 10% Owner \_\_\_\_\_ Other (specify below)

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (A) or Reported Transaction(s) (D) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
				Code	V	Amount	Price			
Class A Common Stock	01/30/2007		C		7,549,104	A	\$ 0	7,549,104	I	See attached Schedule
Class A Common Stock	01/30/2007		C		376,995	A	\$ 0	376,995	I	See attached Schedule

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

SEC 1474  
(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class B Common Stock	(1)	01/30/2007		S	7,549,104	(2) (3)	Class A Common Stock 7,549,104
Class B Common Stock	(1)	01/30/2007		S	376,995	(2) (3)	Class A Common Stock 376,995
Class B Common Stock	(1)	01/30/2007		C	7,549,104	(2) (3)	Class A Common Stock 7,549,104
Class B Common Stock	(1)	01/30/2007		C	376,995	(2) (3)	Class A Common Stock 376,995

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JP MORGAN SBIC LLC C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017		X		
JP MORGAN CAPITAL LP C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017		X		
JP Morgan Capital Management Company, L.P. C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017		X		
JP MORGAN CAPITAL MANAGEMENT CO LLC C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017		X		

