SABRE HOLDINGS CORP

Form 4 June 03, 2005

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

TAYLOR MARY ALICE

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

SABRE HOLDINGS CORP [NYSE:

TSG]

(Check all applicable)

Expires:

response...

Estimated average

burden hours per

(Last)

3. Date of Earliest Transaction

(Month/Day/Year)

Officer (give title below)

X Director

Applicable Line)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

3150 SABRE DRIVE 06/01/2005

(Middle)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Instr. 8)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SOUTHLAKE, TX 76092

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(Instr. 4)

Following Reported Transaction(s)

or Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

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

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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 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number 6. Date Exercisable and Transaction of Derivative Expiration Date (Month/Day/Year) Code Securities

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 19.94 (1)	06/01/2005		A	2,555 (2)		06/01/2006	06/01/2015	Class A Common Stock	2,555
Deferred Stock Units	\$ 20.02 (3)	06/01/2005		A	1,499		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,499

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer	Other			
TAYLOR MARY ALICE 3150 SABRE DRIVE SOUTHLAKE, TX 76092	X						

Signatures

Mary Alice Taylor by James F. Brashear, attorney-in-fact 06/03/2005

**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) The deemed purchase price for such securities is the fair market value of shares of Sabre Holdings' Class A Common Stock on June 1, 2005, the last trading day of the month.
- (2) Award granted under issuer's Amended and Restated 1996 Long-Term Incentive Plan.
- (3) The deemed purchase price for such securities is the average price of Sabre Holdings' Class A Common Stock for the 30-day period preceding the grant date.
- (4) Deferred Stock Units are accrued under Sabre Holdings Corporation 2003 Directors Deferred Compensation and Deferred Stock Unit Plan and are to be settled in cash after the Reporting Person leaves the board of directors.

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.

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