

SCHWARTE DAVID A

Form 4

January 16, 2003

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| FORM 4 <input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See Instruction 1(b).</i> (Print or Type Responses) | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP 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 Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5 |
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|---|--|--|--|
| 1. Name and Address of Reporting Person * <div style="display: flex; justify-content: space-between;"> <div>Schwarte (Last)</div> <div>David (First)</div> <div>A. (Middle)</div> </div> 3150 Sabre Drive (Street) | 2. Issuer Name and Ticker or Trading Symbol Sabre Holdings Corporation NYSE: TSG | 4. Statement for (Month/Day/Year) January 14, 2003 | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President and General Counsel |
| Southlake Texas 76092 (City) (State) (Zip) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 5. If Amendment, Date of Original (Month/Day/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
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|---------------------|-----------|--|-------|---|--------|------------|-------|----------------|---|--|
| | | | | | | | | | | |
| Restricted Stock | 1/14/2003 | | A (1) | | 38,350 | A | N/A | 52,770.523 (2) | D | |
| | | | | | | | | | | |
| | | | Code | V | Amount | (A) or (B) | Price | | | |
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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 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(s) (Instr. 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. If Indirect, Name of Beneficial Owner (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--------|-----|--|-----------------|--|----------------------------|---|--------|--|--|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | |
| Employee Stock Options (Right to Buy) | \$18.43 | 1/14/2003 | | A (1) | | 30,000 | | (3) | 01/14/2013 | Class A Common Stock | 30,000 | \$18.43 | 30,000 | D | | | |
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Explanation of Responses:

(1) Award granted under issuer's Amended and Restated 1996 Long-Term Incentive Plan.

(2) Includes 47,100 restricted shares and 1196.523 shares purchased through the Sabre Holdings Corporation Employee Stock Purchase Plan.

(3) Twenty-five percent of the options vest one year from date of grant with the remainder to vest 6.25% per quarter over the next 36 months.

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| /s/ David A. Schwarte | | |
| by James F. Brashear, attorney-in-fact | | 01/16/2003 |
| ** Signature of Reporting Person | | Date |

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002