MCLEODUSA INC
Form 4
November 08, 2002

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

FORM 4

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person*

Forstmann	Theodore	J.
(Last)	(First)	(Middle)

c/o Forstmann Little & Co.
767 Fifth Avenue, 44th Floor

(Street)

New York	New York	10153
(City)	(State)	(Zip)

2. Issuer Name AND Ticker or Trading Symbol

McLeodUSA Incorporated; Nasdaq/NMS: MCLD

3. IRS or Social Security Number of Reporting Person (voluntary)

4. Statement for Month/Day/Year

November 7, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

[X] Director [X] 10% Owner
[ ] Officer (give title below) [ ] Other (specify below)

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7. Individual or Joint/Group Filing
(Check Applicable Line)

[X] 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. Transac-tion Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price
Class A Common Stock	11/7/02		P		50,000	A	$0.66
Class A Common Stock	11/7/02		P		25,000	A	$0.68

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) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares

Explanation of Responses:

See Exhibit A attached hereto.

/s/ Theodore J. Forstmann — 11/8/02

**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.

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.

Name and Address of Reporting Person

Theodore J. Forstmann
c/o Forstmann Little & Co.
767 Fifth Avenue, 44th Floor
New York, New York 10153

Issuer Name and Ticker or Trading Symbol

McLeodUSA Incorporated; Nasdaq/NMS : MCLD
November 7, 2002

(1) As previously reported by the Reporting Person on a Statement of Changes in Beneficial Ownership on Form 4, pursuant to an Amended and Restated Purchase Agreement, dated as of January 30, 2002 (as amended on April 16, 2002), by and among McLeodUSA Incorporated (the "Issuer"), Forstmann Little & Co. Equity Partnership-VII, L.P. ("Equity-VII"), Forstmann Little & Co. Subordinated Debt and Equity Management Buyout Partnership-VIII, L.P. ("MBO-VIII") and the other parties signatory thereto, Equity-VII and MBO-VIII purchased from the Issuer, among other securities, for an aggregate purchase price of $175 million, 74,027,764 shares of the Issuer's Class A Common Stock, of which 46,267,352 shares were issued to Equity-VII and 27,760,412 shares were issued to MBO-VIII. The Reporting Person is a general partner of FLC XXXII Partnership, L.P., which is the general partner of Equity-VII, and a general partner of FLC XXXIII Partnership, L.P., which is the general partner of MBO-VIII. The Reporting Person disclaims beneficial ownership of the securities issued to Equity-VII and MBO-VIII, except to the extent of his "pecuniary interest" (as such term is defined in Rule 16a-1 under the Securities and Exchange Act of 1934, as amended), if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for Section 16 purposes and for all other purposes.