

VALOR COMMUNICATIONS GROUP INC
 Form 3
 May 09, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 ALPERT NORMAN W
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/29/2005

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

4. Relationship of Reporting Person(s) to Issuer

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

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

(Street)

IRVING, TX 75062

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.0001	9,705 ⁽¹⁾	D	
Common Stock, par value \$0.0001	8,478,532 ⁽²⁾	I	See Note (2)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALPERT NORMAN W C/O VALOR COMMUNICATIONS GROUP, INC. 201 E. JOHN CARPENTER FREEWAY, SUITE 200 IRVING, TX 75062	X			

Signatures

/s/ William M. Ojile, Jr.	05/04/2005
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Grant of restricted stock pursuant to the Issuer's 2005 Long-Term Equity Incentive Plan. The shares vest in increments of one-third on each of April 29, 2006, 2007 and 2008.
- Includes 8,478,532 shares held by Vestar Capital Partners III, L.P. ("VCP III"), Vestar Capital Partners IV, L.P. ("VCP IV") and Vestar/
- (2) Valor LLC ("V/V"). Mr. Alpert is a Managing Director of Vestar Capital Partners and may be deemed to have a pecuniary interest in the shares held by VCP III, VCP IV and V/V, however, Mr. Alpert disclaims beneficial ownership of any shares held by such Vestar entities.

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.