

WILSON DAVID
Form 4
January 06, 2009

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 *
WILSON DAVID

2. Issuer Name and Ticker or Trading Symbol
ALASKA COMMUNICATIONS SYSTEMS GROUP INC [ALSK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP and CFO

C/O ALASKA COMMUNICATIONS SYSTEMS, 600 TELEPHONE AVE

(Street)

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

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

ANCHORAGE, AK 99503

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| common stock, \$.01 par value | 01/05/2009 | | A ⁽¹⁾ | | 10,007 ⁽²⁾ \$ 0 | D | |
| common stock, \$.01 par value | 01/05/2009 | | F | | 3,280 \$ 9.16 | D | |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| restricted stock units | \$ 0 | 01/05/2009 | | A | 20,015 | 01/05/2010 ⁽⁴⁾ | 01/05/2011 ⁽⁴⁾ | | | common stock |
| stock settled stock appreciation rights | \$ 9.16 | 01/05/2009 | | A | 275,000 ⁽⁵⁾ | 01/05/2009 ⁽⁵⁾ | 01/05/2014 | | | common stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WILSON DAVID
C/O ALASKA COMMUNICATIONS SYSTEMS
600 TELEPHONE AVE
ANCHORAGE, AK 99503

SVP and CFO

Signatures

/s/ Leonard Steinberg for David
Wilson

01/06/2009

__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) Time vesting restricted stock award under the Alaska Communications Systems Group, Inc. 1999 Stock Incentive Plan
- (2) Includes 10,007 shares vested as of January 5, 2009 pursuant to a time vesting restricted stock agreement. Excludes 20,015 unvested shares subject to future time and/or employment conditions.
- (3) Includes 1399.71 shares purchased through the Alaska Communications Systems Group, Inc. Employee Stock Purchase Plan.
- (4) Time vesting restricted stock award scheduled to vest 1/2 each year over two (2) years, subject to continued employment.

Each SAR consists of the right to receive an amount, in common stock, equal to the excess in fair market value of a share of common stock the date of exercise over the exercise price of the SAR. The SARs vest 1/3 on the date of grant, 1/3 on January 5, 2010 and 1/3 on January 5, 2011, subject to continued employment.

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