MARTIN BOB L

Form 4

December 03, 2002

FORM 4

o 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)

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

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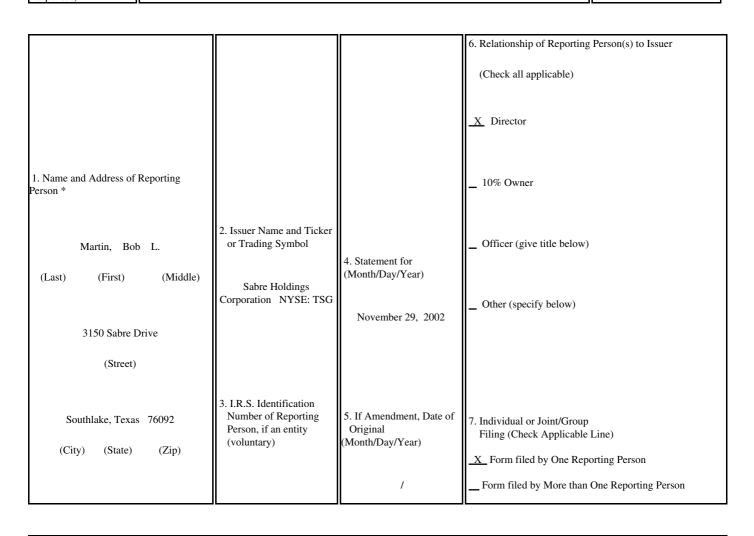


Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date (Month/Day/	Evacution		4. Securities Acquired (A) or Disposed of (D)	Owned Following	Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Code	V	Amount	(A) or (D)	Price		

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

	2.			Code	acti	5. Num of Deriva Securi Acquir (A) or Disposor (D) (Instr. and 5)	tive ties red sed	6. Date Exero Expiration D (Month/Day/	cisable and ate	7. Title and of Underly Securities (Instr. 3 an	ing		Securities Reneficially	10. Ownership Form of Derivative	
Derivative Security	Price of Derivative	3. Transaction Date (Month/Day/ Year)	3A. Deemed Execution Date, if any (Month/Day/ Year)						Expiration	Title	or Number	8. Price of Derivative	Owned Following	Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nof Inc Bene Owne (Instr
Stock Equivalent Unit	1-for-1	11/29/2002		A (1)		103.8		(1)	(1)	Class A Common Stock	103.8	19.26	8,279.3	D	
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Exp	lanation	01 I	Responses	:

(1) Stock Equivalent Units are accrued under The SABRE Group Holdings, Inc. 1996 Directors' Stock Equivalent Unit Deferral Plan (as amended) and are to be settled in cash after the Reporting Person leaves the board of directors.

/s/ Bob L. Martin 12/3/2002

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by James F. Brashear, attorney-in-fact	Date
** Signature of Reporting Person	
Reminder: Report on a separate line for each class of securities beneficially ow	rned directly or indirectly.
* If the form is filed by more than one reporting person, <i>see</i> Instruction 4(b)(v)	
** Intentional misstatements or omissions of facts constitute Federal Criminal <i>See</i> 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	Violations.
Note: File three copies of this Form, one of which must be manually signed. I	f space is insufficient, see Instruction 6 for procedure.
http://www.sec.gov/divisions/corpfin/forms/form4.htm	
Last update: 09/05/2002	