

SABRE HOLDINGS CORP

Form 4

March 02, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN THOMAS

2. Issuer Name **and** Ticker or Trading
Symbol
**SABRE HOLDINGS CORP [NYSE:
TSG]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
3150 SABRE DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP, Pres. STN and AS

SOUTHLAKE, TX 76092

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/28/2006		P ⁽¹⁾		1.5113 ⁽¹⁾	A	\$ 24.09 ⁽²⁾	131,792.7806	D	
Class A Common Stock	03/01/2006		S ⁽³⁾		2,000	D	\$ 24 ⁽⁴⁾	129,792.7806	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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number.**

SEC 1474
(9-02)

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 Beneficial Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN THOMAS 3150 SABRE DRIVE SOUTHLAKE, TX 76092			EVP, Pres. STN and AS	

Thomas Klein by James F. Brashear,
attorney-in-fact

03/02/2006

**Signature of Reporting Person

Date

* 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) Reflects voluntary reinvestment of a cash dividend on shares purchased through the Sabre Holdings Corporation Employee Stock Purchase Plan and held as of February 10, 2006, the record date for such dividend.

(2) Reflects the open market purchase price on February 28, 2006, the payment date for the dividend.

(3) The shares were sold pursuant to a trading plan adopted by the Reporting Person on August 17, 2005 that was intended to comply with Rule 10b5-1(c).

(4) Includes 102,744 restricted shares and 365.5767 shares purchased through the Sabre Holdings Corporation Employee Stock Purchase Plan.

Reporting Owners