

Clearwire Corp /DE
Form 4
October 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
TIME WARNER CABLE INC.

2. Issuer Name and Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
60 COLUMBUS CIRCLE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2012

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10023

(City) (State) (Zip)

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

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, p/v \$0.0001/share, of Clearwire Corp | 10/03/2012 | | S | 46,404,782 (1) | \$ 1.37 | D | 0 | See footnote (1) |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TIME WARNER CABLE INC. 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |
| TWC WIRELESS HOLDINGS I LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |
| TWC WIRELESS HOLDINGS II LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |
| TWC WIRELESS HOLDINGS III LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023 | | X | | |

Signatures

| | |
|--|------------|
| TIME WARNER CABLE INC., By: /s/ Satish Adige, Senior Vice President, Investments | 10/03/2012 |
| _____ **Signature of Reporting Person | Date |
| TWC WIRELESS HOLDINGS I LLC, By: /s/ Satish Adige, Senior Vice President, Investments | 10/03/2012 |
| _____ **Signature of Reporting Person | Date |
| TWC WIRELESS HOLDINGS II LLC, By: /s/ Satish Adige, Senior Vice President, Investments | 10/03/2012 |
| _____ **Signature of Reporting Person | Date |

TWC WIRELESS HOLDINGS III LLC, By: /s/ Satish Adige, Senior Vice President,
Investments

10/03/2012

__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) The shares of Class A Common Stock reported in Table I were owned indirectly by Time Warner Cable Inc. ("TWC") through its indirect wholly owned subsidiaries TWC Wireless Holdings I LLC ("TWC I"), TWC Wireless Holdings II LLC ("TWC II") and TWC Wireless Holdings III LLC ("TWC III" and together with TWC I and TWC II, the "TWC Wireless Subsidiaries"). Each of TWC I, TWC II and TWC III owned 15,468,261, 15,468,261 and 15,468,260 shares of Class A Common Stock, respectively. In connection with an internal reorganization effective September 30, 2012, Time Warner Cable LLC, of which TWC is the sole member, distributed its 100% ownership interest in each of the TWC Wireless Subsidiaries to TWC. As a result, TWC LLC, previously the sole member of each of the TWC Wireless Subsidiaries, ceased its indirect ownership interest in the Issuer's Class A Common Stock.

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.