

SABRE HOLDINGS CORP
 Form 4/A
 April 28, 2006

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 *
SPECK ERIC J

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

SOUTHLAKE, TX 76092

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/03/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
04/05/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Chief Marketing Officer

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 or Price		
Class A Common Stock	04/03/2006		S ⁽¹⁾		2,000	D	\$ 23.28 109,754.7725 ⁽³⁾
Class A Common Stock	04/03/2006		M ⁽¹⁾⁽²⁾		2,647	A	\$ 21.96 112,401.7725 ⁽³⁾
Class A Common Stock	04/03/2006		S ⁽¹⁾⁽²⁾		2,647	D	\$ 23.28 109,754.7725 ⁽³⁾
Class A Common	04/03/2006		M ⁽¹⁾⁽²⁾		22,500	A	\$ 18.43 132,254.7725 ⁽³⁾

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Stock

Class A Common Stock	04/03/2006	<u>S⁽¹⁾⁽²⁾</u>	22,500	D	\$ 23.28	109,754.7725 <u>(3)</u>	D
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Class A Common Stock	04/03/2006	<u>M⁽¹⁾⁽²⁾</u>	3,000	A	\$ 20.92	112,754.7725 <u>(3)</u>	D
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Class A Common Stock	04/03/2006	<u>S⁽¹⁾⁽²⁾</u>	3,000	D	\$ 23.28	109,754.7725 <u>(3)</u>	D
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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 displays a currently valid OMB control number.

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Share
Employee Stock Option (right to buy)	\$ 21.96	04/03/2006		<u>M⁽²⁾</u>	2,647	04/18/2002 04/18/2007	Class A Common Stock 2,647
Employee Stock Option (right to buy)	\$ 18.43	04/03/2006		<u>M⁽²⁾</u>	22,500	<u>(4)</u> 01/14/2013	Class A Common Stock 22,500
Employee Stock Option (right to buy)	\$ 20.92	04/03/2006		<u>M⁽²⁾</u>	3,000	<u>(4)</u> 02/07/2015	Class A Common Stock 3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPECK ERIC J 3150 SABRE DRIVE SOUTHLAKE, TX 76092			EVP, Chief Marketing Officer	

Signatures

Eric J. Speck by James F. Brashear,
attorney-in-fact

04/28/2006

__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 were sold pursuant to a trading plan adopted by the Reporting Person on February 9, 2006 that was intended to comply with Rule 10b5-1(c).
- (2) The reporting person exercised stock options and sold the resulting shares on the same day.
- (3) Includes 70,808 restricted shares and 115.7725 shares purchased through the Sabre Holdings Corporation Employee Stock Purchase Plan.
- (4) Twenty-five percent of the options vested one year from the date of grant with the remainder vesting 6.25% per quarter over the next 36 months.

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.