

MARTIN BOB L  
Form 4  
February 04, 2003

|   |   |   |
|---|---|---|
| <p><b>FORM 4</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287<br/>Expires: January 31, 2005<br/>Estimated average burden hours per response. . . 0.5</p> |
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|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p style="text-align: center;"><b>Martin, Bob L.</b></p> <p style="text-align: center;">(Last) (First) (Middle)</p> <p style="text-align: center;"><b>3150 Sabre Drive</b></p> <p style="text-align: center;">(Street)</p> <p style="text-align: center;"><b>Southlake, Texas 76092</b></p> <p style="text-align: center;">(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p style="text-align: center;"><b>Sabre Holdings Corporation</b><br/><b>NYSE: TSG</b></p> | <p>4. Statement for (Month/Day/Year)</p> <p style="text-align: center;"><b>January 31, 2003</b></p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director</p> <p><input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> Other (specify below)</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|--|---|--|

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                |   |   |  |   |

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|  |  |  | Code | V | Amount | (A) or (D) | Price |  |  |  |
|--|--|--|------|---|--------|------------|-------|--|--|--|
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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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|-----|--|-----------------|--|----------------------------|---|---------|--|--|--|
|  |  |                                      |  | Code                           | V | (A)     | (D) | Date Exercisable   | Expiration Date | Title  | Amount or Number of Shares |   |         |  |  |  |
| Stock Options (Right to Buy)               | \$17.77  | 1/31/2003                            |  | A(1)                           |   | 600     |     | 1/31/2004  | 1/31/2013       | Class A Common Stock                                     | 600                        | \$17.77   | 600     | D  |  |  |
| Deferred Stock Units                       | 1-for-1  | 1/31/2003                            |  | A(2)                           |   | 3,400   |     | (2)  | (2)             | Class A Common Stock                                     | 3,400                      | \$17.77   | 3,400   | D  |  |  |
| Stock Equivalent Units                     | 1-for-1  | 1/31/2003                            |  | A(3)                           |   | 1,632.4 |     | (3)  | (3)             | Class A Common Stock                                     | 1,632.4                    | \$17.77   | 1,632.4 | D  |  |  |
|  |  |                                      |  |                                |   |         |     |  |                 |  |                            |   |         |  |  |  |
|  |  |                                      |  |                                |   |         |     |  |                 |  |                            |   |         |  |  |  |
|  |  |                                      |  |                                |   |         |     |  |                 |  |                            |   |         |  |  |  |
|  |  |                                      |  |                                |   |         |     |  |                 |  |                            |   |         |  |  |  |
|  |  |                                      |  |                                |   |         |     |  |                 |  |                            |   |         |  |  |  |
|  |  |                                      |  |                                |   |         |     |  |                 |  |                            |   |         |  |  |  |
|  |  |                                      |  |                                |   |         |     |  |                 |  |                            |   |         |  |  |  |

Explanation of Responses:

(1) Award granted under issuer's Amended and Restated 1996 Long-Term Incentive Plan.

(2) Deferred Stock Units are accrued under Sabre Holdings Corporation 2003 Directors Deferred Compensation and Deferred Stock Unit Plan and are to be settled in cash after the Reporting Person leaves the board of directors.

(3) Stock Equivalent Units are accrued under Sabre Holdings Corporation 2003 Directors Deferred Compensation and Deferred Stock Unit Plan and are to be settled in cash pursuant to Reporting Person's Deferral Election Form.

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**/s/ Bob L. Martin**  
**by James F. Brashear, attorney-in-fact**

**2/4/2003**

\*\* Signature of Reporting Person

Date

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

\* 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).

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

*<http://www.sec.gov/divisions/corpfin/forms/form4.htm>*

*Last update: 09/05/2002*