

ORISTANO MATTHEW
Form 4
November 18, 2004

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ORISTANO MATTHEW

2. Issuer Name and Ticker or Trading Symbol
ARCH WIRELESS INC [AWIN; AWL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O ARCH WIRELESS INC, 1800 WEST PARK DR. #250

11/16/2004

(Street)

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

WESTBOROUGH, MA 01581

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock, par value \$0.0001	11/16/2004		D	5,439	D	0	By Limited Partnership ⁽²⁾
Class A Common Stock, par value \$0.0001	11/16/2004		D	185	D	0	By Trust ⁽³⁾

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 0.001	11/16/2004		D	41,666	(4) 06/12/2013	Class A Common Stock	41,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ORISTANO MATTHEW C/O ARCH WIRELESS INC 1800 WEST PARK DR. #250 WESTBOROUGH, MA 01581	X			

Signatures

Matthew Oristano
11/18/2004
**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) Disposed of pursuant to merger agreement between Arch Wireless, Inc. and Metrocall Holdings, Inc., pursuant to which Arch Wireless, Inc. and Metrocall Holdings, Inc. each became a wholly owned subsidiary of a new holding company named USA Mobility, Inc., in exchange for equivalent shares of USA Mobility common stock having a market value of \$36.09 per share on the effective date of the merger.
 - (2) Shares owned by Alda Limited Partnership, the general partner of which is a corporation controlled by the reporting person.
 - (3) Shares owned by Oristano Foundation, the trust of which the reporting person is the trustee.

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- This option, which vested in two equal installments on June 12, 2003 and May 29, 2004, was assumed pursuant to a merger agreement between Arch Wireless, Inc. and Metrocall Holdings, Inc., pursuant to which Arch Wireless, Inc. and Metrocall Holdings, Inc. each
- (4) became a wholly owned subsidiary of a new holding company, named USA Mobility, Inc. The option was assumed by USA Mobility in the merger and replaced with an option to purchase 41,666 shares of USA Mobility common stock at an exercise price of \$0.001 per share.

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.