

ALLTEL CORP  
 Form 4  
 February 04, 2002

<p><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. . . . . 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p><b>Gardner, Jeffery R.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>One Allied Drive</b></p> <hr/> <p>(Street)</p> <p><b>Little Rock, AR 72202</b></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>ALLTEL Corporation AT</b></p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p><b>January 2002</b></p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner _____ Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <b>Senior Vice President - Chief Financial Officer</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (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/D   Price			
<b>Common Stock</b>				<b>173</b>	<b>I</b>	<b>By 401(k)</b>

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SEC 1474 (3-99)

**Gardner, Jeffery R. - January 2002**

**Form 4 (continued)**

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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)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (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 at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code   V		(DE)   (ED)					
Incentive Stock Option	\$56.0700	01/23/2002	A	(A) 1,783	(1) 01/23/2012	Common Stock - 1,783	\$56.0700	1,783	D	
Non-Qualified Stock Option	\$56.0700	01/23/2002	A	(A) 148,217	(1) 01/23/2012	Common Stock - 148,217	\$56.0700	148,217	D	
Incentive Stock Option	\$65.0625					Common Stock - 0		7,680	D	
Incentive Stock Option	\$68.2500					Common Stock - 1,465		1,465	D	
Incentive Stock Option	\$63.7500					Common Stock - 2		2	D	
Incentive Stock Option	\$67.8750					Common Stock - 1,473		1,473	D	
Non-Qualified Stock Option	\$65.0625					Common Stock - 0		67,320	D	
Non-Qualified Stock Option	\$68.2500					Common Stock - 48,535		48,535	D	
Non-Qualified Stock Option	\$63.7500					Common Stock - 249,998		249,998	D	
Non-Qualified Stock Option	\$67.8750					Common Stock - 108,527		108,527	D	
Phantom Stock Units	\$0.0000					Common Stock - 0		11	D	
Stock Options	\$31.5500					Common Stock - 0		408	D	
Stock Options	\$26.9500					Common Stock - 0		2,886	D	
Stock Options	\$32.3500					Common Stock - 0		21,460	D	

Explanation of Responses :

\*\* Intentional misstatements or omissions of facts \_\_\_\_\_ constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).      \*\* Signature of Reporting Person  
Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

**Jeffery R. Gardner**

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.

Page 2  
SEC 1474 (3-99)

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Gardner, Jeffery R. - January 2002

Form 4 (continued)

FOOTNOTE Descriptions for ALLTEL Corporation AT

Form 4 - January 2002

Jeffery R. Gardner  
One Allied Drive

Little Rock, AR 72202

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**Explanation of responses:**

(1) These options were granted on January 23, 2002, in accordance with Rule 16b-3(d) under a stock option plan and expire ten years after the date of grant. Each grant becomes exercisable beginning one year after the date of grant in increments of 20% of the grant per year, and is fully exercisable after the fifth year.

Page 3