

SPRINT Corp
Form 4
July 11, 2013

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 *
Carter Matthew Jr

(Last) (First) (Middle)
6200 SPRINT PARKWAY
(Street)

OVERLAND PARK, KS 66251

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SPRINT Corp [S]

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

President-Global Wholesale

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/10/2013		D	126,098	D 0	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	\$ 6.52	07/10/2013		D	28,747	<u>(2)</u> 03/26/2018	Common Stock	28,747
Non-Qualified Stock Option (right to buy)	\$ 3.45	07/10/2013		D	13,637	<u>(4)</u> 03/16/2020	Common Stock	13,637
Non-Qualified Stock Option (right to buy)	\$ 4.64	07/10/2013		D	10,035	<u>(2)</u> 06/17/2017	Common Stock	10,035
Non-Qualified Stock Option (right to buy)	\$ 4.2	07/10/2013		D	63,415	<u>(5)</u> 02/23/2021	Common Stock	63,415
Non-Qualified Stock Option (right to buy)	\$ 2.23	07/10/2013		D	75,362	<u>(5)</u> 02/22/2022	Common Stock	75,362

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carter Matthew Jr 6200 SPRINT PARKWAY OVERLAND PARK, KS 66251			President-Global Wholesale	

Signatures

/s/ Timothy P. O'Grady
Attorney-in-Fact
07/11/2013

__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) These restricted stock units were disposed of in connection with the merger (the "Merger") of Sprint Nextel Corporation ("Old Sprint") with and into a wholly owned subsidiary of Sprint Corporation (the "Issuer"). All Old Sprint restricted stock units were disposed of in exchange for a number of Issuer restricted stock units that is dependent on the trading prices of common stock of the Issuer for five trading days following the effective time of the Merger (the "Reference Period"). Such number will be promptly disclosed by Issuer once

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it may be definitively determined.

(2) Options fully vested.

These stock options were disposed of in connection with the Merger in exchange for Issuer stock options, the terms of which are

(3) dependent on the trading prices of common stock of the Issuer for the Reference Period and will be promptly disclosed by Issuer once they may be definitely determined.

(4) This option grant is exercisable at the rate of 25% of the number of shares granted on each of the first four anniversaries of the grant date.

(5) This option grant is exercisable at the rate of 33 1/3% of the number of shares granted on each of the first three anniversaries of the grant date.

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

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