Clearwire Corp /DE
Form 4
December 23, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
TIME WARNER CABLE INC.

(Last) (First) (Middle)

60 COLUMBUS CIRCLE

(Street)

NEW YORK, NY 10023

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Clearwire Corp /DE [CLWR]

3. Date of Earliest Transaction (Month/Day/Year)
12/21/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	(A) or (D)	Price			

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)

	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Class B Common Stock, p/v $0.0001/share, of Clearwire Corp	(3)	12/21/2009	J(4)		3,955,851 (1) (2) (4) (5)		(3)	(3)	Class A Common Stock, p/v $0.0001/ share, of Clearwire Corp
Class B Common Units of Clearwire Communications, LLC	(3)	12/21/2009	J(4)		3,955,851 (1) (2) (4) (5)		(3)	(3)	Class A Common Stock, p/v $0.0001/ share, of Clearwire Corp

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIME WARNER CABLE INC. 60 COLUMBUS CIRCLE NEW YORK, NY 10023		X		
TIME WARNER CABLE LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023		X		
TWC WIRELESS HOLDINGS I LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023		X		
TWC WIRELESS HOLDINGS II LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023		X		
TWC WIRELESS HOLDINGS III LLC 60 COLUMBUS CIRCLE NEW YORK, NY 10023		X		

Signatures

TIME WARNER CABLE INC.By: /s/ David Christman, Senior Vice President and Deputy General Counsel	12/23/2009
**Signature of Reporting Person	Date
TIME WARNER CABLE LLC, By: /s/ David Christman, Senior Vice President and Deputy	12/23/2009

General Counsel

**Signature of Reporting Person	Date
TWC WIRELESS HOLDINGS I LLC, By: /s/ David Christman, Senior Vice President and Deputy General Counsel	12/23/2009
**Signature of Reporting Person	Date
TWC WIRELESS HOLDINGS II LLC, By: /s/ David Christman, Senior Vice President and Deputy General Counsel	12/23/2009
**Signature of Reporting Person	Date
TWC WIRELESS HOLDINGS III LLC, By: /s/ David Christman, Senior Vice President and Deputy General Counsel	12/23/2009
**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) Certain indirect wholly owned subsidiaries of Time Warner Cable Inc. ("TWC") have entered into an Equityholders' Agreement dated as of November 28, 2008 (the "Equityholders' Agreement") with Clearwire Corporation (the "Issuer") and the other parties thereto (collectively, the "Unaffiliated Stockholders").

(2) By virtue of the Equityholders' Agreement, TWC and the Unaffiliated Stockholders may be deemed to be members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended, that, in the aggregate, beneficially owns more than 10% of the Issuer's outstanding shares of Class A Common Stock. The number of securities of the Issuer and Clearwire Communications, LLC, a subsidiary of the Issuer ("Clearwire LLC"), beneficially owned by TWC as reported herein does not include the holdings of any Unaffiliated Stockholders. TWC does not have any "pecuniary interest" in the securities of the Issuer or any of its subsidiaries owned by the Unaffiliated Stockholders.

(3) Each share of Class B Common Stock of the Issuer, together with one Class B Common Unit of Clearwire LLC (a "Class B Common Unit"), is exchangeable at any time for one fully paid and nonassessable share of Class A Common Stock of the Issuer, subject to certain limited exceptions, without an expiration date. There is no exercise price payable in connection with exchanges.

(4) On November 9, 2009, TWC entered into an Investment Agreement (the "Investment Agreement") with the Issuer, Clearwire LLC, Sprint Nextel Corporation, Comcast Corporation, Eagle River Holdings, LLC, Bright House Networks, LLC and Intel Corporation pursuant to which TWC or the TWC Wireless Subsidiaries (as defined below) will invest a total of approximately $103 million in Clearwire LLC in exchange for shares of Class B Common Stock and Class B Common Units over a series of three closings, the first of which occurred on November 13, 2009 and the second of which occurred on December 21, 2009. TWC received the shares of Class B Common Stock and Class B Common Units reported in Table II on December 21, 2009 pursuant to the second closing under the Investment Agreement in exchange for a $28,996,387.83 investment in Clearwire LLC and based upon a purchase price of $7.33 per share.

(5) The shares of Class B Common Stock and Class B Common Units reported in Table II are owned indirectly by TWC through indirect wholly owned subsidiaries. TWC Wireless Holdings I LLC, TWC Wireless Holdings II LLC and TWC Wireless Holdings III LLC (collectively, the "TWC Wireless Subsidiaries") own 15,269,133, 15,269,133, and 15,269,132 shares of Class B Common Stock and Class B Common Units, respectively. Time Warner Cable LLC is the sole member of each of the TWC Wireless Subsidiaries. TWC is the sole member of Time Warner Cable LLC.

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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