

MILLER MARK K
 Form 3
 April 16, 2003

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| FORM 3 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB APPROVAL |
| | INITIAL STATEMENT OF 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 Number: 3235-0104 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5 |

(Print or Type Responses)

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| 1. Name and Address of Reporting Person* Miller, Mark K. (Last) (First) (Middle) 3150 Sabre Drive, MD 9105 (Street) Southlake, TX 76092 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) April 7, 2003 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Issuer Name and Ticker or Trading Symbol Sabre Holdings Corporation TSG 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Controller | 6. If Amendment, Date of Original (Month/Day/Year) 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|---|--|--|

Table I Non-Derivative Securities Beneficially Owned

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| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
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Table II Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right to Buy) | (1) | 3/23/2008 | Class A Common Stock | 500 | 31.48 | D | |
| Stock Option (Right to Buy) | (2) | 3/22/2009 | Class A Common Stock | 1,091 | 35.72 | D | |
| Stock Option (Right to Buy) | (3) | 4/1/2009 | Class A Common Stock | 3,407 | 40.26 | D | |
| Stock Option (Right to Buy) | (4) | 11/29/2009 | Class A Common Stock | 3,407 | 41.33 | D | |
| Stock Option (Right to Buy) | (5) | 3/16/2010 | Class A Common Stock | 3,000 | 49.44 | D | |
| Stock Option (Right to Buy) | (6) | 12/1/2010 | Class A Common Stock | 3,000 | 36.59 | D | |
| Stock Option (Right to Buy) | (7) | 1/8/2011 | Class A Common Stock | 7,500 | 39.59 | D | |
| Stock Option (Right to Buy) | (8) | 1/14/2012 | Class A Common Stock | 5,350 | 37.63 | D | |
| Stock Option (Right to Buy) | (9) | 1/28/2013 | Class A Common Stock | 6,700 | 17.99 | D | |
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Explanation of Responses:

- (1) This option became exercisable in two equal annual installments beginning on March 23, 2002.
- (2) This option became exercisable as to 363 shares on March 22, 2002, 364 shares on March 22, 2003 and becomes exercisable as to the remaining 364 shares March 22, 2004.
- (3) This option became exercisable as to 681 shares on April 1, 2000, 681 shares on April 1, 2001, 682 shares on April 1, 2002, 681 shares on April 1, 2003, and becomes exercisable as to the remaining 682 shares on April 1, 2004.
- (4) This option became exercisable as to 681 shares on November 29, 2000, 681 shares on November 29, 2001, 682 shares on November 29, 2002 and becomes exercisable as to 681 shares on November 29, 2003 and 682 shares on November 29, 2004.
- (5) This option is exercisable in five equal annual installments beginning on March 16, 2001 and ending on March 16, 2005.

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- (6) Twenty-five percent of the shares underlying the options vested on December 1, 2001 with the remainder vesting 6.25% per calendar quarter thereafter.
- (7) Twenty-five percent of the shares underlying the options vested on January 8, 2002 with the remainder vesting 6.25% per calendar quarter thereafter.
- (8) Twenty-five percent of the shares underlying the options vested on January 14, 2003 with the remainder vesting 6.25% per calendar quarter thereafter.
- (9) Twenty-five percent of the shares underlying the options vest on January 28, 2004 with the remainder vesting 6.25% per calendar quarter thereafter.

Mark K. Miller by
James F. Brashear, attorney-in-fact
** Signature of Reporting Person

April 16, 2003
Date

* If the form is filed by more than one reporting person, *see* Instruction 5(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/form3.htm>

Last update: 09/03/2002