

SUNCOM WIRELESS HOLDINGS, INC.

Form 4

April 24, 2007

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

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

## OMB APPROVAL

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JP MORGAN PARTNERS 23A  
SBIC LP

(Last) (First) (Middle)

J.P. MORGAN PARTNERS, 270  
PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

SUNCOM WIRELESS HOLDINGS,  
INC. [SWSH.OB]

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

04/20/2007

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|---------|------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount  | (A) or (D) Price |                                                                                               |                                                          |                                   |
| Class A Common Stock            | 04/20/2007                           |                                                    | S                              |                                                                   | 380,387 | D \$ 1.7         | 8,697,770                                                                                     | D                                                        |                                   |
| Class A Common Stock            | 04/20/2007                           |                                                    | S                              |                                                                   | 316,317 | D \$ 1.7         | 7,232,787                                                                                     | I                                                        | (FN) <u>(1)</u>                   |
| Class A Common Stock            | 04/20/2007                           |                                                    | S                              |                                                                   | 15,796  | D \$ 1.7         | 361,199                                                                                       | I                                                        | (FN) <u>(2)</u>                   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                                       | Relationships                    |
|----------------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                      | Director 10% Owner Officer Other |
| JP MORGAN PARTNERS 23A SBIC LP<br>J.P. MORGAN PARTNERS<br>270 PARK AVENUE<br>NEW YORK, NY 10017                      | X                                |
| JP MORGAN CAPITAL LP<br>C/O J.P. MORGAN PARTNERS, LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017                       | X                                |
| JP Morgan Capital Management Company, L.P.<br>C/O J.P. MORGAN PARTNERS, LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017 | X                                |
| JP MORGAN CAPITAL MANAGEMENT CO LLC<br>C/O J.P. MORGAN PARTNERS, LLC<br>270 PARK AVENUE<br>NEW YORK, NY 10017        | X                                |
| SIXTY WALL STREET FUND LP<br>270 PARK AVENUE<br>NEW YORK, NY 10017                                                   | X                                |
|                                                                                                                      | X                                |

J P MORGAN PARTNERS 23A SBIC MANAGER INC  
C/O JPMORGAN PARTNERS  
270 PARK AVENUE  
NEW YORK, NY 10017

## Signatures

CBCI, L.P., By: J.P. Morgan Partners (23A SBIC Manager), Inc. As General Partner, By: /s/  
John C. Wilmot, Managing Director

04/24/2007

\_\_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) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Capital, L.P. The Reporting Person has no pecuniary interest in such securities.
- (2) The amount shown represents the beneficial ownership of the Issuer's equity securities by Sixty Wall Street Fund, L.P. The Reporting Person has no pecuniary interest in such securities.

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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