VOICESTREAM WIRELESS CORP /DE
Form 4
April 10, 2001

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
( ) Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
   Nelson, Jonathan M.
   c/o Providence Ventures
   50 Kennedy Plaza
   Providence, RI 02903
2. Issuer Name and Ticker or Trading Symbol
   VoiceStream Wireless Corporation
   VSTR
3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year
   3/31/2001
5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other
   (specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)
   (X) 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	2. Transaction Date	3. Code	V	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month
Common Stock	3/2/2001	S		65,000	D	$97.07	130,964(1)
Common Stock	3/2/2001	S		28,538	D	$97.01	0
Common Stock							2,172,195(2,3)

Table II -- Derivative Securitites Acquired, Disposed of, or Beneficially Owned

1.Title of Derivative Security	2.Conversion or Exercise Price of Derivative-	3. Transaction	4.	5.Number of Derivative Securities Acquired(A) or Disposed of(D)	6.Date Exercisable and Expiration Date(Month/Day/Year) Date	Expir	7.Title and Amount of Underlying Securities	8.P of vat Sec rit

tive Secu-rity	Date	Code	V	Amount	A/D	Exer-cisa-ble	ation Date	Title and Number of Shares

Explanation of Responses:
1. On March 12, 2001, VoiceStream Wireless Corporation declared a stock dividend, payable to all holders of record of common stock on March 23, 2001, of .0075 shares of common stock for each share of common stock outstanding. As a result, the reporting person received an additional 975 shares of common stock.
2. On March 12, 2001, VoiceStream Wireless Corporation declared a stock dividend, payable to all holders of record of common stock on March 23, 2001, of .0075 shares of common stock for each share of common stock outstanding. As a result, the reporting person received an additional 16,171 shares of common stock.
3. Mr. Nelson is (i) President of Providence Media Services Inc., (ii) a member and a managing director of Providence Equity Partners III, LLC, which controls Providence Equity Partners III L.P. and Providence Equity Operating Partners III L.P. and (iii) a managing general partner of Providence Ventures L.P., which controls Providence Media Partners L.P. Mr. Nelson disclaims beneficial ownership of the shares owned by Providence Media Services Inc., Providence Equity Partners III L.P., Providence Equity Operating Partners III L.P. and Providence Media Partners L.P. except to the extent of his pecuniary interest therein, if any.
SIGNATURE OF REPORTING PERSON
/s/ Jonathan Nelson
DATE
4/6/2001