

STEPHENS WARREN A  
Form 5  
January 29, 2007

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
STEPHENS WARREN A

2. Issuer Name and Ticker or Trading Symbol  
ALLTEL CORP [AT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2006

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

111 CENTER STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

LITTLE ROCK, AR 72201

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/20/2006	^	G	2,165 D	\$ 0 7,251,934 (1) (2)	I	By corporation
Common Stock	^	^	^	^ ^ ^	85,387 (3)	I	By Jackson T. Stephens Trust No. 1
Common Stock	^	^	^	^ ^ ^	1,693,969 (4)	I	By Stephens Investments Holdings LLC



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- (1) In addition to the reported gift, amount reflects a pro rata distribution of 3,450,000 shares owned by SF Holding Corp. which, in prior reports, were included in the number of shares reported as owned by corporation.
- (2) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) Shares received in pro rata distribution from SF Holding Corp. In prior reports, all of such shares were included in the number of shares reported as owned by corporation.  
  
Includes 1,639,614 shares received in pro rata distribution from SF Holding Corp. In prior reports, all of such shares were included in the
- (4) number of shares reported as owned by corporation. Also includes 54,355 shares previously reported as owned by trust, which shares were transferred to SIH without consideration during 2006.

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