

CLEARWIRE CORP

Form 3

May 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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

(Print or Type Responses)

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

(Last) (First) (Middle)

ONE TIME WARNER
CENTER,Â NORTH TOWER

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
05/07/2008

3. Issuer Name **and** Ticker or Trading Symbol
CLEARWIRE CORP [CLWR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer ____X____ Other
(give title below) (specify below)
(See Remarks)

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

6. 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 Beneficially Owned

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)

Class A Common Stock, par value \$0.0001
per share

0 (1) (2) (3)

I See footnotes (1) (2) (3)

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

SEC 1473 (7-02)

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

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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Class B Common Stock, par value \$0.0001 per share	Â (4)	Class A Common Stock	0 (1) (2) (3)	\$ (4)	I	See footnotes (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIME WARNER CABLE INC. ONE TIME WARNER CENTER NORTH TOWER NEW YORK, NY 10019	Â	Â	Â	(See Remarks)

Signatures

/s/ David A. Christman, Senior Vice President of Time Warner Cable Inc.

05/19/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Time Warner Cable Inc. ("TWC") is filing this Form 3 solely because TWC may be deemed to have beneficial ownership pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), of 43,992,939 shares of Class A Common Stock of Clearwire Corporation ("Clearwire") and 28,596,685 shares of Class B Common Stock of Clearwire (collectively, the "Shares") that are subject to either (i) the voting agreement dated May 7, 2008 among Clearwire, Comcast Corporation ("Comcast"), TWC, Bright House Networks, LLC ("BHN"), Sprint Nextel Corporation ("Sprint"), Google Inc. ("Google"), Intel Corporation ("Intel Parent") and Eagle River Holdings, LLC

(2) or (ii) the voting agreement dated May 7, 2008 among Clearwire, Comcast, TWC, BHN, Sprint, Google, Intel Parent, Intel Capital Corporation and Intel Capital (Cayman) Corporation (collectively, the "Voting Agreements"), in each case, entered into in connection with the Transaction Agreement and Plan of Merger dated as of May 7, 2008 (the "Transaction Agreement") among Clearwire, Comcast, TWC, BHN, Sprint, Google and Intel Parent. For additional information regarding the Voting Agreements and the Transaction Agreement, see the Statement on Schedule 13D filed by Comcast, TWC, BHN, Newhouse Broadcasting Corporation, Sprint and Google on the date hereof.

(3) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by TWC that it is the beneficial owner of the Shares for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership thereof is expressly disclaimed. TWC does not have any "pecuniary interest" in the Shares.

(4) Each share of Class B Common Stock is convertible at any time, at the option of the holder, into one fully paid and nonassessable share of Class A Common Stock and has no expiration date.

Â

Remarks:

Member of Section 13(d) group owning more than 10%

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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