

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
SEC Accession No. **0000950103-99-000801**

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SUBJECT COMPANY

PAGEMART WIRELESS INC

CIK: **947268** | IRS No.: **752575229** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-28196** | Film No.: **99709230**
SIC: **4812** Radiotelephone communications

Mailing Address
3333 LEE PARKWAY
SUITE 100
DALLAS TX 75219

Business Address
3333 LEE PARKWAY SUITE
100
SUITE 100
DALLAS TX 75219
2147654000

REPORTING OWNER

MORGAN STANLEY DEAN WITTER & CO

CIK: **895421** | IRS No.: **363145972** | State of Incorporation: **DE** | Fiscal Year End: **1130**
Type: **4**
SIC: **6199** Finance services

Mailing Address
1585 BROADWAY
38TH FLOOR
NEW YORK NY 10036

Business Address
1585 BROADWAY
NEW YORK NY 10036
2127614000

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Morgan Stanley & Co. Incorporated

(Last) (First) (Middle)

1585 Broadway

(Street)

New York New York 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Pagemart Wireless Inc. (PMWI)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

August 1999

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

N/A

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director X 10% Owner

Officer (give title below) Other (specify below)

7. 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

<TABLE>

1. Title of Security 2. Trans- 3. Trans- 4. Securities Acquired 5. Amount of Securities 6. Ownership 7. Nature of

(Instr. 3)	action Date	action Code (Instr.8)	(A) or (D) (Instr. 3, 4 and 5)	Beneficially Owned at End of Month (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)			
	(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	
Class A Common Stock	8/2/99	X		144,440	A	\$3.26*	16,907,476	I	**
Class A Common Stock	8/2/99	J*		63,564	D	\$7.41*		I	**
Class A Common Stock	8/2/99	C		300,720	A	0		I	**
Class A Common Stock	8/10/99	S		8,100	D	\$7.50		I	**
Class A Common Stock	8/13/99	S		10,000	D	\$7.25		I	**
Class A Common Stock	8/16/99	S		2,000	D	\$7.25		I	**

</TABLE>

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

(Over)
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FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)
			Code V	(A) (D)	Date Exercisable Expiration Date
<S>	<C>	<C>	<C>	<C>	<C>
Class D Non-Voting Convertible Common Stock	N/A	8/2/99	C	300,720	
Warrants*	\$3.26	8/2/99	C	144,440	

1. Title of Derivative Security (Instr. 3)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Title	Amount or Number of Shares			
<S>	<C>	<C>	<C>	<C>	<C>
Class D Non-Voting Convertible Common Stock	Class A Common Stock	300,720	N/A	0	
Warrants*	Class A Common Stock	144,440	N/A	0	

</TABLE>

Explanation of Responses:

* Warrants to purchase 144,440 shares of Class A Common Stock were exercised in a "cashless" exercise; upon exercise, the Reporting Persons acquired 80,436 Shares of Class A Common Stock (net of shares surrendered).

** Securities are owned directly by Morgan Stanley & Co. Incorporated and certain other affiliates of Morgan Stanley Dean Witter Discover & Co. ("MSDWD"). This form is also being filed by MSDWD, the parent company of the reporting person. MSDWD's mailing address appears in Item 1.

Morgan Stanley & Co. Incorporated
Morgan Stanley Dean Witter & Co.

/s/ Robert Koppenol

September 10, 1999

**Signature of Reporting Person

Date

**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.

Potential persons who are to respond to the collection of information contained
in this form are not required to respond unless the form displays a currently
valid OMB Number.

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