

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-31**
SEC Accession No. **0001085551-03-000002**

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SUBJECT COMPANY

EXPRESSJET HOLDINGS INC

CIK: **1144331** | IRS No.: **760517977** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **001-31300** | Film No.: **03546525**
SIC: **4512** Air transportation, scheduled

Mailing Address

*1600 SMITH STREET HQSCE
HOUSTON TX 77002*

Business Address

*1600 SMITH STREET HQSCE
HOUSTON TX 77002
7133242639*

REPORTING OWNER

SIMMONS L E

CIK: **1085551** | IRS No.: **760563122** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5**

Mailing Address

*600 TRAVIS STE 6600
HOUSTON TX 77002*

Business Address

*600 TRAVIS
STE 6600
HOUSTON TX 77002
7132277888*

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

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Simmons L. E. (Last) (First) (Middle) Chase Tower, 600 Travis Street, Suite 6600 (Street) Houston, TX 77002 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ExpressJet Holdings, Inc. (XJT) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year 12/31/02 5. If Amendment, Date of Original (Month/Year)	6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

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).

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FORM 5 (continued)

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

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date, if any (Month/	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities	10. Ownership Form	11. Nature of Indirect Beneficial
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(Instr. 3)	Derivative Security	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 & 5)		(Month/Day/Year)		Title	Amount or Number of Shares	Beneficially Owned at End of Year (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$14.60	05/31/02	A	5,000		11/30/02	05/31/2012	Common Stock	5,000	5,000	D	

Explanation of Responses:

By: /s/ **John F. Wombwell**
Attorney-in-Fact

02/10/03
Date

**Signature of Reporting Person

**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.

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