

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2006-05-08** | Period of Report: **2006-04-24**
SEC Accession No. **0001209191-06-028472**

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ISSUER

XO HOLDINGS INC

CIK: **1111634** | IRS No.: **541983517** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address

*11111 SUNSET HILLS ROAD
RESTON VA 20190*

Business Address

*11111 SUNSET HILLS ROAD
RESTON VA 20190
7035472000*

REPORTING OWNER

Freiberg Gregory William

CIK: **1361906**

Type: **3** | Act: **34** | File No.: **000-30900** | Film No.: **06818307**

Mailing Address

*20705 RAINSBORO DRIVE
ASHBURN VA 20147*

Business Address

703 547-2291

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	02/28/2011
Estimated 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

1. Name and Address of Reporting Person <u>Freiberg Gregory William</u> (Last) (First) (Middle) 11333 STONEHOUSE PLACE (Street) POTOMAC FALLS, VA, VA 20165 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/24/2006	3. Issuer Name and Ticker or Trading Symbol <u>XO HOLDINGS INC [XOHO]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer (give title below) ___ Other (specify below) <u>Chief Financial Officer</u>		5. If Amendment, Date Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check applicable line) <u>X</u> 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)
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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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	05/07/2006	05/07/2016	Common Stock	100,000	\$5	D	
Employee Stock Option (right to buy)	07/03/2006	07/03/2016	Common Stock	35,000	\$5	D	

Signatures

/s/ Gregory W. Freiberg
 ** Signature of Reporting Person

05/09/2006
 Date

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).

** 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.

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