

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **1999-03-26** | Period of Report: **1998-12-31**
SEC Accession No. **0000950134-99-002021**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

CAPROCK COMMUNICATIONS CORP

CIK: **1063880** | IRS No.: **752765572** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: **000-24581** | Film No.: **99573911**
SIC: **4899** Communications services, nec

Mailing Address
13455 NOEL ROAD SUITE
1925
DALLAS TX 75240

Business Address
13455 NOEL ROAD SUITE
1925
DALLAS TX 75240
9729829500

REPORTING OWNER

KINGSLEY MATTHEW M

CIK: **1082371**
Type: **5**

Mailing Address
15601 DALLAS PKWY
STE 700
DALLAS TX 75248

Business Address
15601 DALLAS PKWY
STE 700
DALLAS TX 75248
9729829500

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

FORM 5
CHECK 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

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

Table with 7 columns: 1. Name and Address of Reporting Person*, 2. Issuer Name AND Ticker or Trading Symbol, 3. I.R.S. Identification Number of Reporting Person, if an Entity (Voluntary), 4. Statement for Month/Year, 5. If Amendment, Date of Original (Month/Year), 6. Relationship of Reporting Person(s) to Issuer, 7. Individual or Joint/Group Reporting (Check applicable line)

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

Table with 7 columns: 1. Title of Security (Instr. 3), 2. Transaction Date (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)

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

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 CONTROL NUMBER

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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)

<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
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)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				(A) (D)	Date Exer- cisable Expiration Date	Title Amount or Number of Shares		
Employee Stock Option (Right to Buy)	\$6.50	10/14/98	A4	30,000	(1) 10/14/98	Common Stock 30,000		

<C>	<C>	<C>
9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
30,000	D	

Explanation of Responses:

(1) The options become exercisable in annual increments of 6,000 shares each, beginning on the first anniversary of the date of the grant.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ MATTHEW M. KINGSLEY 3/23/99
**Signature of Reporting Person Date
MATTHEW M. KINGSLEY

Note. File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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