

ALLTEL CORP  
Form POS AM  
November 27, 2007

Registration No. 333-85395

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Post-Effective Amendment No. 3

to

## FORM S-3

## REGISTRATION STATEMENT

Under The Securities Act of 1933

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# ALLTEL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

34-0868285  
(I.R.S. Employer  
Identification No.)

One Allied Drive  
Little Rock, Arkansas 72202  
(501) 905-8000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive officers)

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Sharilyn S. Gasaway

Executive Vice President    Chief Financial Officer

Alltel Corporation

One Allied Drive

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Little Rock, Arkansas 72202

(501) 905-8000

(Name, address, including zip code Telephone Number, Including Area Code, of Agent For Service)

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*Copy to:*

**Paul Shim**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, NY 10006**

**(212) 225-2000**

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**TERMINATION OF REGISTRATION**

This post-effective amendment (this Amendment), filed by Alltel Corporation (the Company), deregisters all securities of the Company that had been registered for issuance on the Company's Registration Statement on Form S-3 (File No. 333-85395), filed with the Securities and Exchange Commission (the SEC) on September 29, 1999, (the Registration Statement) that remain unsold upon the termination of the sales of the securities covered by the Registration Statement.

On November 16, 2007, pursuant to the Agreement and Plan of Merger, dated as of May 20, 2007, among the Company, Atlantis Holdings LLC, a Delaware limited liability company (Parent) and Atlantis Merger Sub, Inc., a Delaware corporation (Merger Sub), Merger Sub merged with and into the Company (the Merger), with the Company being the surviving entity and becoming controlled by Parent. As a result, the Company has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with undertakings made by the Company in the Registration Statement, the Company hereby removes from registration all securities under the Registration Statement which remained unsold as of the effective time of the Merger.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Little Rock, Arkansas, on November 16, 2007.

ALLTEL CORPORATION

By: /s/ Sharilyn S. Gasaway  
Sharilyn S. Gasaway  
Executive Vice President Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Scott T. Ford Scott T. Ford	President and Chief Executive Officer	November 16, 2007
James Coulter	Director	November 16, 2007
/s/ Gene Frantz Gene Frantz	Director	November 16, 2007
/s/ John Marren John Marren	Director	November 16, 2007
/s/ Joseph Gleberman Joseph Gleberman	Director	November 16, 2007
Leo Mullin	Director	November 16, 2007
/s/ Peter Perrone Peter Perrone	Director	November 16, 2007