

TELEPHONE & DATA SYSTEMS INC /DE/

Form 5

January 22, 2009

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**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

**ANNUAL STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
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1. Name and Address of Reporting Person *

Hanley Joseph R

(Last) (First) (Middle)

30 N. LASALLE ST., STE. 4000

(Street)

2. Issuer Name and Ticker or Trading
SymbolTELEPHONE & DATA SYSTEMS
INC /DE/ [TDS]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20084. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
VP-Technology Planning Service

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60602

(City) (State) (Zip)

☒ Form Filed by One Reporting Person
☐ 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 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 Ownership (Instr. 4)
Common Shares	Â	Â	Â	Â Â Â (A) or (D) Price	883.7439	D	Â
Special Common Shares	Â	Â	Â	Â Â Â (A) or (D) Price	1,587.2661	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**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 control number.**SEC 2270
(9-02)

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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)	3A. Deemed Execution Date, if any (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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to buy)	\$ 106	Â	Â	Â	Â Â	12/15/2000 03/10/2010	Tandem Common and Special Common Shares 1,622
Option (Right to buy)	\$ 99.44	Â	Â	Â	Â Â	04/30/2002 04/30/2011	Tandem Common and Special Common Shares 356
Option (Right to buy)	\$ 38	Â	Â	Â	Â Â	12/15/2006 06/19/2016	Special Common 10,669
Option (Right to buy)	\$ 59.45	Â	Â	Â	Â Â	12/15/2007 07/02/2017	Special Common Shares 14,448
Option (Right to buy)	\$ 35.35	Â	Â	Â	Â Â	Â ⁽²⁾ 08/26/2018	Special common shares 19,000
Restricted Stock Units	Â	Â	Â	Â	Â Â	12/15/2009 Â ⁽¹⁾	Special Common Shares 1,559
Restricted Stock Units	Â	Â	Â	Â	Â Â	12/15/2010 Â ⁽³⁾	Special common shares 2,606

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owners	

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Director 10% Owner Officer

Other

Hanley Joseph R
30 N. LASALLE ST., STE. 4000 Â Â Â VP-Technology Planning Service Â
CHICAGO, IL 60602

Signatures

Julie D. Mathews, by power
of atty 01/22/2009

____Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Restricted stock unit award pursuant to the Long Term Incentive Plan. Stock units will become vested on December 15, 2009.
- (2) Granted under the 2004 Long-Term Incentive Plan. Options vest over a 3year period with one-third vesting on Aug. 26, 2009, one-third vesting on Aug. 26, 2010 and one-third vesting on Aug. 25, 2011.
- (3) Restricted stock unit award pursuant to Long term incentive plan. Stock units will become vested on Dec. 15, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.