

TELEPHONE &amp; DATA SYSTEMS INC /DE/

Form 4/A

February 02, 2012

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMSON SCOTT H**2. Issuer Name and Ticker or Trading Symbol  
**TELEPHONE & DATA SYSTEMS  
INC /DE/ [TDS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

**30 N. LASALLE ST., STE. 4000**

(Street)

**CHICAGO, IL 60602**

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/24/2012**4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**01/26/2012**☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ 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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Special Common Shares           | 01/24/2012                           |                                                    | J <sup>(1)</sup>               | 26,109<br>(5) D                                                   | 0                                                                                             | D                                                        |                                   |
| Common Shares                   | 01/24/2012                           |                                                    | J <sup>(1)</sup>               | 26,109 A                                                          | 26,109                                                                                        | D                                                        |                                   |
| Common Shares                   | 01/24/2012                           |                                                    | J <sup>(1)</sup>               | 5,551 D                                                           | 0                                                                                             | D                                                        |                                   |
| Common Shares                   | 01/24/2012                           |                                                    | J <sup>(1)</sup>               | 6,033 A                                                           | 32,142                                                                                        | D                                                        |                                   |

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 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of Derivative<br>Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                           | 7. Title and<br>Underlying<br>(Instr. 3 and  |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------|----------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                  | Date<br>Exercisable                                            | Expiration<br>Date        | Title                                        |
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                | (A)                                                            | (D)                       |                                              |
| Option<br>(Right to<br>Buy)                         | \$ 77.36                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        |                                                                                                  | 24,493                                                         | 12/15/2005 04/20/2015     | Common<br>and<br>Special<br>Common<br>Shares |
| Option<br>(Right to<br>Buy)                         | \$ 37.07                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        | 51,116.891                                                                                       |                                                                | 12/15/2005 04/20/2015     | Common<br>Shares                             |
| Option<br>(Right to<br>Buy)                         | \$ 38                                                                 | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        |                                                                                                  | 75,122                                                         | 12/15/2006 06/19/2016     | Special<br>Common<br>Shares                  |
| Option<br>(Right to<br>Buy)                         | \$ 38                                                                 | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        | 75,122                                                                                           |                                                                | 12/15/2006 06/19/2016     | Common<br>Shares                             |
| Option<br>(Right to<br>Buy)                         | \$ 59.45                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        |                                                                                                  | 56,998                                                         | 12/15/2007 07/02/2017     | Special<br>Common<br>Shares                  |
| Option<br>(Right to<br>Buy)                         | \$ 59.45                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        | 56,998                                                                                           |                                                                | 12/15/2007 07/02/2017     | Common<br>Shares                             |
| Option<br>(Right to<br>Buy)                         | \$ 35.35                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        |                                                                                                  | 68,500                                                         | <sup>(2)</sup> 08/26/2018 | Special<br>Common<br>Shares                  |
| Option<br>(Right to<br>Buy)                         | \$ 35.35                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        | 68,500                                                                                           |                                                                | <sup>(2)</sup> 08/26/2018 | Common<br>Shares                             |
| Option<br>(Right to<br>Buy)                         | \$ 26.95                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        |                                                                                                  | 90,700                                                         | <sup>(2)</sup> 05/20/2019 | Special<br>Common<br>Shares                  |
|                                                     | \$ 26.95                                                              | 01/24/2012                              |                                                             | J <sup>(1)</sup>                        | 90,700                                                                                           |                                                                | <sup>(2)</sup> 05/20/2019 |                                              |

|                              |                |            |                  |        |                |            |  |                             |
|------------------------------|----------------|------------|------------------|--------|----------------|------------|--|-----------------------------|
| Option<br>(Right to<br>Buy)  |                |            |                  |        |                |            |  | Common<br>Shares            |
| Option<br>(Right to<br>Buy)  | \$ 26.66       | 01/24/2012 | J <sup>(1)</sup> | 91,200 | <sup>(2)</sup> | 05/25/2020 |  | Special<br>Common<br>Shares |
| Option<br>(Right to<br>Buy)  | \$ 26.66       | 01/24/2012 | J <sup>(1)</sup> | 91,200 | <sup>(2)</sup> | 05/25/2020 |  | Common<br>Shares            |
| Option<br>(Right to<br>Buy)  | \$ 29.94       | 01/24/2012 | J <sup>(1)</sup> | 80,800 | <sup>(2)</sup> | 05/13/2021 |  | Special<br>Common<br>Shares |
| Option<br>(Right to<br>Buy)  | \$ 29.94       | 01/24/2012 | J <sup>(1)</sup> | 80,800 | <sup>(2)</sup> | 05/13/2021 |  | Common<br>Shares            |
| Restricted<br>Stock<br>Units | <sup>(3)</sup> | 01/24/2012 | J <sup>(1)</sup> | 11,700 | 12/15/2012     | 12/15/2012 |  | Special<br>Common<br>Shares |
| Restricted<br>Stock<br>Units | <sup>(3)</sup> | 01/24/2012 | J <sup>(1)</sup> | 11,700 | 12/15/2012     | 12/15/2012 |  | Common<br>Shares            |
| Restricted<br>Stock<br>Units | <sup>(4)</sup> | 01/24/2012 | J <sup>(1)</sup> | 11,300 | 12/02/2013     | 12/02/2013 |  | Special<br>Common<br>Shares |
| Restricted<br>Stock<br>Units | <sup>(4)</sup> | 01/24/2012 | J <sup>(1)</sup> | 11,300 | 12/02/2013     | 12/02/2013 |  | Common<br>Shares            |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                       |       |
|-------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                         | Director      | 10% Owner | Officer               | Other |
| WILLIAMSON SCOTT H<br>30 N. LASALLE ST., STE. 4000<br>CHICAGO, IL 60602 |               |           | Senior Vice President |       |

## Signatures

Julie D. Mathews, by power  
of atty 02/02/2012

                    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).

## Edgar Filing: TELEPHONE & DATA SYSTEMS INC /DE/ - Form 4/A

Pursuant to a reclassification exempt under Rule 16b-3 and Rule 16b-7, each Special Common Share was reclassified into one Common

- (1) Share, each Common Share was reclassified into 1.087 Common Shares, and each Series A Common Share was reclassified into 1.087 Series A Common Shares, and each stock award relating to such shares was appropriately adjusted.
- (2) Granted under the 2004 Long Term Incentive Plan. Options vest over a 3 year period with one-third vesting on the first annual anniversary, one-third on the second annual anniversary and one-third on the third annual anniversary.
- (3) Restricted stock that vests on Dec. 15, 2012
- (4) Restricted stock that vests on Dec. 2, 2013.
- (5) This amendment filed to correct the number of special common shares owned by reporting person prior to reclassification.

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