

MEYERS KENNETH R
Form 5
January 18, 2019

FORM 5

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

OMB APPROVAL
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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

1. Name and Address of Reporting Person *
MEYERS KENNETH R

2. Issuer Name and Ticker or Trading Symbol
UNITED STATES CELLULAR CORP [USM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

30 N. LASALLE ST. STE. 4000

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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	D	Â
Common Shares	Â	Â	Â	Â	2,949 (1)	I	By 401k plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Number Shares
Option (right to buy)	\$ 39.71	Â	Â	Â	Â Â	Â <u>(2)</u> 07/31/2023	Common Shares 125,0
Option (right to buy)	\$ 45.87	Â	Â	Â	Â Â	Â <u>(4)</u> 04/01/2026	Common Shares 206,3
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â <u>(6)</u> 06/22/2019	Common Shares 45,0
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â <u>(5)</u> 04/01/2019	Common Shares 56,6
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â <u>(5)</u> 04/03/2020	Common Shares 75,5
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â <u>(5)</u> 04/02/2021	Common Shares 78,4
Performance Share Units	Â	Â	Â	Â	Â Â	Â <u>(9)</u> Â <u>(9)</u>	Common Shares 97,0
Performance Share Units	Â	Â	Â	Â	Â Â	Â <u>(8)</u> Â <u>(8)</u>	Common Shares 39,2
Deferred Compensation	Â	Â	Â	Â	Â Â	Â <u>(3)</u> Â <u>(3)</u>	Common Shares 30,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYERS KENNETH R 30 N. LASALLE ST. STE. 4000 CHICAGO, IL 60602	Â X	Â	Â President and CEO	Â

Signatures

Julie D. Mathews, by power
of atty

01/15/2019

__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) Voluntary reporting of shares in the TDS 401K. The information is based on a plan statement dated 12/31/18. The number of shares fluctuates and is attributable to the price of the shares on 12/31/18.
- (2) Scheduled to become exercisable on June 22, 2019
- (3) Reporting person deferred bonuses pursuant to Long Term Incentive Plan. The match vests ratably at 33%, 33%, 34% over a 3 year period, a total of 28,979 are vested.
- (4) Options schedule to to become exercisable in annual increments of one-third on April 1 of each year
- (5) Restricted stock units that become vested on the third annual anniversary
- (6) Restricted stock units that become vested on June 22, 2019
- (7) Includes 1,000 shares owned by wife. Reporting person denies beneficial ownership of shares owned by wife.

- Performance share units granted based on the achievement of certain performance measures, except that such award provides that in no event shall the number of shares subject to the award be less than 50% of the target opportunity as of the grant date. Accordingly, the
- (8) reporting person has reported a stock award of 50% of the target opportunity as of the grant date. To the extent that the actual amount is determined to be greater than 50% of the target opportunity based on the final determination of the performance measures, the reporting person will file a Form 4 at such time to report the additional award above 50% of the target opportunity.

- The 2017 performance share units were granted on April 3, 2017, and become vested on April 3, 2020. The performance period ended on
- (9) December 31, 2017 with a 128.4% achievement of certain performance measures. The table reports the actual number of shares based on he 128.4% achievement of the performance measures.

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