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UNITED STATES CELLULAR CORP

Form 5

January 26, 2009

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

FORM 5

OMB APPROVAL

OMB 3235-0362 Number:

January 31, Expires: 2005

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

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) (I	Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008			_	X Director 10% Owner Officer (give title below) Other (specify below)					
30 N. LASALLE ST. STE. 4000												
				mendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Reporting				
								(check applicable line)				
CHICAGO, IL 60602							_	_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(City)	ole I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Form: Direct Deneficially (D) or Owned at end of Issuer's (Instr. 4) Fiscal Year (Instr. 3 and 4)					
C					Amount	(D)	Price	1)				
Common Shares	Â	Â		Â	Â	Â	Â	32,769 (1)	D	Â		
Common Shares	12/31/2008	Â		<u>J(2)</u>	154.31	A	\$ (2)	1,924.98	I	By 401k plan		
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						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 Amoun Underlying Securiti (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Option (right to buy) (3)	\$ 38.65	Â	Â	Â	Â	Â	03/31/2008	03/31/2014	Common Shares	8,
Option (right to buy) (4)	\$ 45.63	Â	Â	Â	Â	Â	(4)	03/31/2015	Common Shares	17
Option (right to buy) (5)	\$ 59.43	Â	Â	Â	Â	Â	(5)	04/03/2016	Common Shares	22,8
Restricted stock unit	Â	Â	Â	Â	Â	Â	04/03/2009	(6)	Common Shares	3,
Deferred Compensation	Â	Â	Â	Â	Â	Â	(7)	(7)	Common Shares	1,22

Reporting Owners

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

Signatures

Julie D. Mathews, by power of atty

01/26/2009

**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) Includes 2,500 shares held by children of which reporting person disclaims beneficial ownership of children's shares. Includes 1,000 shares held by a trust of which reporting person denies current beneficial ownership in.
- (2) Voluntary reporting of shares acquired in 2008 in the TDS 401K. The information is based on a plan statement dated 12/31/08. The number of shares fluctuates and is attributable to the price of the shares on 12/31/08.

Reporting Owners 2

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- (3) Granted 35,225 common shares. Reporting person has previously exercised 26,418 common shares.
- (4) Granted 34,400 shares. Reporting person previously exercised 17,200 common shares. 8,600 common shares become exercisable on March 31, 2008 and 8,600 common shares become exercisable on March 31, 2009.
- (5) Granted 30,425 shares. Reporting person previously exercised 7,606 common shares. 7,606 common shares vest on April 3, 2008; 7606 vest on April 3, 2009 and 7607 vest on April 3, 2010.
- (6) Restricted stock units that will vest on April 3, 2009

a currently valid OMB number.

Reporting person deferred 2006 bonus pursuant to the United States Cellular Corporation Long Term Incentive Plan. The deferred bonus has been deemed invested in phantom stock representing Common shares of United States Cellular. The deferred bonus totalled 981.077 shares and the company match totalled 245.269 shares. The company match vests over a three year period. As of Dec. 31, 2008, 1,144.59

shares were vested.

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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