

TELEPHONE & DATA SYSTEMS INC /DE/  
Form S-8 POS  
February 27, 2012

As filed with the Securities and Exchange Commission on February 24, 2012

Registration No. 333-125002

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
TO

**FORM S-8**

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

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**TELEPHONE AND DATA SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**36-2669023**

(IRS Employer Identification No.)

**30 North LaSalle Street, Suite 4000  
Chicago, Illinois**

(Address of Principal Executive Offices)

**60602**

(Zip Code)

**Telephone and Data Systems, Inc.  
2004 Long-Term Incentive Plan**

(Full title of the plan)

**LeRoy T. Carlson, Jr., President and Chief Executive Officer  
Telephone and Data Systems, Inc.  
30 North LaSalle Street, Suite 4000  
Chicago, Illinois 60602**

(Name and address of agent for service)

**(312) 630-1900**

(Telephone number, including  
area code, of agent for service)

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**EXPLANATORY NOTE**

On May 17, 2005, the Registrant filed a registration statement on Form S-8 (Registration No. 333-125002) (the Registration Statement ), which became effective on May 17, 2005, relating to the registration of 12,070,000 Special Common Shares, par value \$0.01, of the Registrant (the Special Common Shares ), for issuance under the Telephone and Data Systems, Inc. 2004 Long-Term Incentive Plan (the Plan ), of which 8,995,764 shares remain unissued.

On January 24, 2012, the Registrant's Special Common Shares were reclassified as Common Shares, par value \$0.01 per share, of the Registrant ( Common Shares ), and Special Common Shares are no longer issued or authorized for issuance. In connection therewith, the Registrant amended the Plan to provide for the issuance of its Common Shares, and is filing a registration statement to register Common Shares for issuance under the Plan, to replace such Special Common Shares.

Accordingly, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to deregister all Special Common Shares that remain unissued under such Registration Statement.

Pursuant to Rule 464 under the Securities Act of 1933, as amended, this Post-Effective Amendment shall become effective upon filing with the Securities and Exchange Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on February 24, 2012.

**TELEPHONE AND DATA SYSTEMS, INC.**

By: /s/ LeRoy T. Carlson, Jr.  
LeRoy T. Carlson, Jr.  
President and Chief Executive Officer