

Wittwer David A  
 Form 5  
 January 23, 2009

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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

1. Name and Address of Reporting Person \*  
 Wittwer David A

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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President of a subsidiary

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2008

TDS TELECOM, 535 JUNCTION ROAD

(Street)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

MADISON, WI 53717

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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) | (A) or (D) | Price | 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     | 3,148.5302   | D  | Â                                 |
| Special Common Shares           | Â                                    | Â  | Â                              | Â   | Â          | Â     | 4,850.49   | D  | Â                                 |
| Common Shares                   | Â                                    | Â  | Â                              | Â   | Â          | Â     | 235.948  | I  | By wife                           |
|                                 | Â                                    | Â  | Â                              | Â   | Â          | Â     | 263.385  | I  | By wife                           |

Special  
Common  
Shares

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)

**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  |   |        |
| Option (Right to buy)                      | \$ 99.44   | Â                                    | Â  | Â                              | Â   | Â   | 04/30/2002   | 04/30/2011       | Tandem Common and Special Common Shares                       | 1,441  |
| Option (Right to buy)                      | \$ 38  | Â                                    | Â  | Â                              | Â   | Â   | 12/15/2006   | 06/19/2016       | Special Common Shares   | 35,364 |
| Option (Right to buy)                      | \$ 59.45   | Â                                    | Â  | Â                              | Â   | Â   | 12/15/2007   | 07/02/2017       | Special Common Shares   | 43,077 |
| Option (right to buy)                      | \$ 35.35   | Â                                    | Â  | Â                              | Â   | Â   | Â <sup>(2)</sup>   | 08/26/2018       | Special common shares   | 68,500 |
| Restricted Stock Units                     | Â  | Â                                    | Â  | Â                              | Â   | Â   | 12/15/2009   | Â <sup>(1)</sup> | Special Common Shares   | 5,079  |
| Restricted Stock Units                     | Â  | Â                                    | Â  | Â                              | Â   | Â   | 12/15/2010   | Â <sup>(3)</sup> | Special Common shares   | 9,120  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Wittwer David A<br>TDS TELECOM<br>535 JUNCTION ROAD<br>MADISON, WI 53717 | Â             | Â         | Â President of a subsidiary | Â     |

## Signatures

Julie D. Mathews, by power  
of atty 01/23/2009

\_\_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 units that vest on Dec. 15, 2009.
- (2) Granted under the 2004 Long Term Incentive Plan. Options vest over a 3 year period with one-third of the number of shares becoming exercisable on Aug. 26, 2009, one-third on Aug. 26, 2010 and one-third on Aug. 26, 2011.
- (3) Restricted stock units that vest 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.