

SECURITIES AND EXCHANGE COMMISSION

FORM 424B2

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FILER

TELEPHONE & DATA SYSTEMS INC

CIK: **96966** | IRS No.: **362669023** | State of Incorporation: **IA** | Fiscal Year End: **1231**
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SIC: **4813** Telephone communications (no radiotelephone)

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PO BOX 5158
MADISON WI 53705-0158

Business Address
30 N LASALLE ST STE 4000
CHICAGO IL 60602
3126301900

PROSPECTUS SUPPLEMENT
(To Prospectus dated October 12, 1993)

100,000 Common Shares

TELEPHONE AND DATA SYSTEMS, INC.

Common Shares
(\$1.00 Par Value)

Telephone and Data Systems, Inc. ("TDS" or the "Company"), may sell pursuant to exchange transactions up to 100,000 Common Shares at prevailing market prices subject to a commission payable to Donaldson, Lufkin & Jenrette Securities Corp., and such commission will approximate Donaldson, Lufkin & Jenrette Securities Corp.'s regular commission for broker transactions for similar transactions. The proceeds to the Company will equal the sale price of up to 100,000 Common Shares minus brokerage commissions and estimated expenses of \$2,500 payable by the Company.

On December 31, 1993, the last reported sales price of the Common Shares on the American Stock Exchange was \$52.125 per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus Supplement is January 3, 1994.

USE OF PROCEEDS

The net proceeds to be received by the Company from the sale of the Common Shares offered hereby are estimated to be about \$5,200,000.00 (after giving effect to brokerage commissions and payment of estimated expenses). The net proceeds will be used in connection with its acquisition program or for other general corporate purposes.

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