

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-06-01**

SEC Accession No. **0001224421-10-000044**

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### REPORTING OWNER

**Dillon Mary**

CIK: **1340358**

Type: **4** | Act: **34** | File No.: **001-09712** | Film No.: **10870647**

Mailing Address

*MCDONALD'S CORPORATION  
2915 JORIE BOULEVARD  
OAK BROOK IL 60523*

### ISSUER

**UNITED STATES CELLULAR CORP**

CIK: **821130** | IRS No.: **621147325** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **4812** Radiotelephone communications

Mailing Address

*8410 W BRYN MAWR AVE  
STE 700  
CHICAGO IL 60631*

Business Address

*8410 W BRYN MAWR AVE  
STE 700  
CHICAGO IL 60631  
7733998900*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>Dillon Mary</b>			2. Issuer Name and Ticker or Trading Symbol <b>UNITED STATES CELLULAR CORP</b> <b>[USM]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and CEO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/01/2010</b>			
8410 W. BRYN MAWR, SUITE 700			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) <b>CHICAGO, IL 60631</b>						
(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)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option (Right to Buy)	\$40.81	06/01/2010		A		75,000		06/01/2011 <sup>(1)</sup>	06/01/2020	Common Stock	75,000	\$ 0	75,000	D	
Restricted Stock Units	\$ 0	06/01/2010		A		20,000		06/01/2013 <sup>(2)</sup>	06/01/2020	Common Stock	20,000	\$ 0	20,000	D	
Option (Right to Buy)	\$40.81	06/01/2010		A		75,000		06/01/2016 <sup>(3)</sup>	06/01/2020	Common Stock	75,000	\$ 0	75,000	D	
Restricted Stock Units	\$ 0	06/01/2010		A		25,000		06/01/2016 <sup>(4)</sup>	06/01/2020	Common Stock	25,000	\$ 0	25,000	D	

**Explanation of Responses:**

1. Granted under the United States Cellular Corporation Long Term Incentive Plan. This option vests in three equal annual installments beginning on the first anniversary of the Transaction Date.
2. These restricted stock units awarded under the United States Cellular Corporation Long Term Incentive Plan. These restricted stock units will cliff vest on the third anniversary of the Transaction Date.
3. Granted under the United States Cellular Corporation Long Term Incentive Plan. This option will cliff vest on the sixth anniversary of the Transaction Date.
4. These restricted stock units awarded under the United States Cellular Corporation Long Term Incentive Plan. These restricted stock units will cliff vest on the sixth anniversary of the Transaction Date.

**Signatures**

Jason N. Zimmer, By Power of Attorney For Mary N. Dillon

\*\* Signature of Reporting Person

06/01/2010

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**