

# SECURITIES AND EXCHANGE COMMISSION

## FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2008-12-31**  
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### ISSUER

#### TELEPHONE & DATA SYSTEMS INC /DE/

CIK: **1051512** | IRS No.: **362669023** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **4813** Telephone communications (no radiotelephone)

#### Mailing Address

*30 NORTH LASALLE STREET  
STE 4000  
CHICAGO IL 60602*

#### Business Address

*30 NORTH LASALLE STREET  
STE 4000  
CHICAGO IL 60602  
3126301900*

### REPORTING OWNER

#### MEYERS KENNETH R

CIK: **1235000**  
Type: **5** | Act: **34** | File No.: **001-14157** | Film No.: **09544527**

#### Business Address

*8410 W. BRYN MAWR  
CHICAGO IL 60631*

# FORM 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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- 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

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>MEYERS KENNETH R</b>			2. Issuer Name and Ticker or Trading Symbol <b>TELEPHONE &amp; DATA SYSTEMS INC /DE/ [TDS]</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>Executive Vice President &amp; CFO</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2008</b>			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
TDS, 30 N. LASALLE ST. STE. 4000			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) <b>CHICAGO, IL 60602</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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Shares	12/31/2008		J <sup>(2)</sup>	305.02	A	\$ <sup>(2)</sup>	1,658.77	I	By 401K plan
Special Common Shares	12/31/2008		J <sup>(2)</sup>	28.45	A	\$ <sup>(2)</sup>	827.07	I	By 401k plan
Common Shares							841.3111	D	
Special Common Shares	03/31/2008		J <sup>(3)</sup>	670.2413	A	\$31.705	1,590.4466	D	
Common Shares							500	I	By Wife
Special Common Shares							500	I	By Wife

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to buy)	\$59.45						12/15/2007	07/02/2017	Special Common Shares	52,942		52,942	D	
Option (Right to buy)	\$35.35						<sup>(4)</sup>	08/26/2018	Special Common Shares	93,000		93,000	D	
Restricted Stock Units							12/15/2009	<sup>(1)</sup>	Special Common Shares	8,423		8,423	D	

Restricted Stock Units						12/15/2010	(5)	Special Common Shares	13,448		13,448	D		
Option (right to buy)	\$31.705	03/31/2008		<u>J</u> (3)		670.2413	03/31/2008	03/31/2008	Special Common Shares	670.2413	(3)	0	D	
Deferred Compensation		12/31/2008		<u>J</u> (6)	33.642		(6)	(6)	Special Common Shares	2,915.7651	(6)	2,915.7651	D	

**Explanation of Responses:**

1. Restricted stock unit award pursuant to the Long Term Incentive Plan. Stock units will become vested on December 15, 2009.
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.
3. Disposition of option and acquisition of stock under the Telephone and Data Systems, Inc. Employee Stock Purchase Plan.
4. 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 becoming exercisable on Aug. 26, 2010 and one-third becoming exercisable on Aug. 26, 2011.
5. Restricted stock unit award pursuant to the Long Term Incentive Plan. Stock units will become vested on December 15, 2010.
6. Reporting person deferred 2007 bonus pursuant to the 1998 Long Term Incentive Plan - bonus deferral totalled 2305.699 units and company match totalled 576.424 units. The employer match vests ratably 33%, 33% and 34% per year over a 3 year period (12/31/08 - 12/31/10). As of 12/31/08, a total of 2,529.561 shares are vested.

**Signatures**

Julie D. Mathews, by power of atty  
 \*\* Signature of Reporting Person

01/26/2009  
 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.

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