

UNITED STATES CELLULAR CORP  
 Form 5  
 January 26, 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 \*  
 MEYERS KENNETH R

(Last) (First) (Middle)

30 N. LASALLE ST. STE. 4000

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 UNITED STATES CELLULAR CORP [USM]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

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

**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 Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Shares					32,769 <sup>(1)</sup>	D	
Common Shares	12/31/2008		J <sup>(2)</sup>	154.31 A \$ <sup>(2)</sup>	1,924.98	I	By 401k plan

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)



## Edgar Filing: UNITED STATES CELLULAR CORP - Form 5

- (3) Granted 35,225 common shares. Reporting person has previously exercised 26,418 common shares.
  - (4) Granted 34,400 shares. Reporting person previously exercised 17,200 common shares. 8,600 common shares become exercisable on March 31, 2008 and 8,600 common shares become exercisable on March 31, 2009.
  - (5) Granted 30,425 shares. Reporting person previously exercised 7,606 common shares. 7,606 common shares vest on April 3, 2008; 7606 vest on April 3, 2009 and 7607 vest on April 3, 2010.
  - (6) Restricted stock units that will vest on April 3, 2009
- Reporting person deferred 2006 bonus pursuant to the United States Cellular Corporation Long Term Incentive Plan. The deferred bonus has been deemed invested in phantom stock representing Common shares of United States Cellular. The deferred bonus totalled 981.077 shares and the company match totalled 245.269 shares. The company match vests over a three year period. As of Dec. 31, 2008, 1,144.59 shares were vested.
- (7)

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.