HERBERT C THEODORE

Form 4

December 08, 2005

FORM 4

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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5. Relationship of Reporting Person(s) to

Issuer

subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

HERBERT C THEODORE

			TELEPHONE & DATA SYSTEMS INC /DE/ [TDS]					EMS	(Check all applicable)		
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)					Director _X_ Officer (give		Owner er (specify
			05/13/2	•)				below) below) VP Human Resources		
	(Street)					te Original			6. Individual or Joint/Group Filing(Check		
CHICAGO, IL 60451			Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tab	le I - Noi	n-D	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code (Instr. 8		4. Securit n(A) or Dis (Instr. 3, 4	sposed	d of (D)	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)
Special Common Shares	05/13/2005			J(2)	V	23,468	A	(2)	25,344	D	
Common Shares	12/07/2005			F(9)		2,710	D	\$ 36.88	17,880	D	
Common Shares	12/07/2005			M(4)		2,622	A	<u>(4)</u> <u>(8)</u>	17,880	D	
Special Common Shares	12/07/2005			M(4)		2,622	A	<u>(4)</u> <u>(8)</u>	25,344	D	
	12/07/2005			F(3)		746	D		25,344	D	

Special	\$
Common	35.59
Shares	(3)

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

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SEC 1474

(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)	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 An Underlying Sec (Instr. 3 and 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Option (Right to buy) (2) (4)	\$ 38.12	05/13/2005		J(4)	V	2,622		12/15/1995	12/15/2005	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 47.6	05/13/2005		J <u>(4)</u>	V	2,663		12/15/1996	12/15/2006	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 43.88	05/13/2005		J <u>(4)</u>	V	2,302		12/15/1997	12/15/2007	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 39.75	05/13/2005		J <u>(4)</u>	V	5,190		12/15/1998	06/22/2008	Tandem Common and Special Common Shares
Option (Right to	\$ 43.75	05/13/2005		J <u>(4)</u>	V	11,700		<u>(6)</u>	11/05/2007	Tandem Common

buy) (2) (4)								and Special Common Shares
Option (Right to buy) (2) (4)	\$ 66.75	05/13/2005	J <u>(4)</u>	V	5,190	12/15/1999	04/30/2009	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 105.13	05/13/2005	J <u>(4)</u>	V	5,500	12/15/2000	05/05/2010	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 117.51	05/13/2005	J <u>(4)</u>	V	10,200	<u>(7)</u>	09/16/2010	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 99.44	05/13/2005	J <u>(4)</u>	V	4,810	12/15/2001	04/30/2011	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 59	05/13/2005	J <u>(4)</u>	V	8,855	12/15/2002	07/05/2012	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 52.92	05/13/2005	J <u>(4)</u>	V	9,085	12/15/2003	07/03/2013	Tandem Common and Special Common Shares
Option (Right to buy) (2) (4)	\$ 66	05/13/2005	<u>J(4)</u>	V	8,545	12/15/2004	05/08/2014	Tandem Common and Special Common Shares
	\$ 77.36	05/13/2005	J <u>(4)</u>	V	13,435	12/15/2005	04/20/2015	Shares

Option (Right to Buy) (2) (4)									Tandem Common and Special Common Shares
Restricted Stock Units (1) (5)	Ш	05/13/2005	J <u>(5)</u>	V	2,478		12/15/2007	<u>(1)</u>	Tandem Common and Special Common Shares
Option (Right to Buy) (4) (8)	\$ 38.12	12/07/2005	M(4)(8)			2,622	12/15/1995	12/15/2005	Tandem Cormmon and Special Common Shares

Reporting Owners

Reporting Owner Name / Address		Keiauonsnips	

Director 10% Owner Officer Other

HERBERT C THEODORE 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60451

VP Human Resources

Signatures

Julie D. Mathews, by power of atty 12/08/2005

**Signature of Reporting Person Da

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 granted under the 2004 Long-Term Incentive Plan.
- On May 13 TDS authorized a special common dividend to holders of common shares in which one special common shares was

 (2) distributed for each common share. The stock dividend was distributed to all shareholders making this aquisition exempt from Section 16 pursuant to Rule 16a-9(a).
- (3) Delivery of special common shares as settlement for taxes due in connection with the exercise of Employee Stock Options acquired under the Telephone and Data Systems, Inc. Long Term Incentive Plan.
- Common Shares were granted without consideration under the long term incentive plan. As a result of the special common stock dividend, all options to purchase common shares as of May 13 under the long term incentive plan, whether vested or unvested, were adjusted into tandem options. The tandem option provides that upon exercise, the optionee purchases the number of common shares originally subject to the option plus an equal number of special common.
- (5) Restricted stock units for common shares were granted without consideration under the long term incentive plan. As a result of the speciall common stock dividend, all restricted stock unit awards as of May 13 that are to be settled in common shares, whether vested or

Reporting Owners 4

unvested, were adjusted to provide that such award will be settled in the number of common shares originally subject to the award plus an equal number of special common shares.

- (6) Granted under the TDS 1998 Long Term Incentive Plan. The option is exercisable with respect to 3900 common shares on 12/15/98, 12/15/99 and 12/15/00 for a total of 11,700 common shares.
- (7) Granted under the TDS 1998 Long Term Incentive Plan. The option is exercisable with respect to 2550 common shares on 12/15/01, 12/15/02, 12/15/03 and on 12/15/04 for a total of 10,200 common shares.
- (8) The exercise price of this tandem option is \$38.12
- (9) Delivery of mature common shares in payment of exercise price of Employee Stock Options acquired under the Telephone and Data Systems, Inc. Long Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.