

Hanley Joseph R
 Form 5
 January 20, 2012

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 *
 Hanley Joseph R

2. Issuer Name and Ticker or Trading Symbol
 TELEPHONE & DATA SYSTEMS INC /DE/ [TDS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 VP-Technology Planning Service

(Last) (First) (Middle)
 30 N. LASALLE ST., STE. 4000
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

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

6. Individual or Joint/Group Reporting
 (check applicable line)

CHICAGO, IL 60602

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Shares | Â | Â | Â | Â Â Â | 897.086 | D | Â |
| Special Common Shares | Â | Â | Â | Â Â Â | 6,676.203 | D | Â |

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

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SEC 2270 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|------------------|---|-----------------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option (Right to buy) | \$ 38 | Â | Â | Â | Â | Â | 12/15/2006 | 06/19/2016 | Special Common Shares | 10,669 |
| Option (Right to buy) | \$ 59.45 | Â | Â | Â | Â | Â | 12/15/2007 | 07/02/2017 | Special Common Shares | 14,448 |
| Option (Right to buy) | \$ 35.35 | Â | Â | Â | Â | Â | Â ⁽¹⁾ | 08/26/2018 | Special Common Shares | 19,000 |
| Option (Right to buy) | \$ 26.95 | Â | Â | Â | Â | Â | Â ⁽²⁾ | 05/21/2019 | Special Common Shares | 24,400 |
| Option (Right to buy) | \$ 26.66 | Â | Â | Â | Â | Â | Â ⁽²⁾ | 05/25/2020 | Special Common Shares | 22,800 |
| Option (Right to buy) | \$ 29.94 | Â | Â | Â | Â | Â | Â ⁽²⁾ | 05/13/2021 | Special Common Shares | 21,000 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | 12/15/2012 | Â ⁽³⁾ | Special Common Shares | 3,000 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | 12/02/2013 | Â ⁽⁴⁾ | Special Common Shares | 2,900 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
 Â Â Â VP-Technology Planning Service Â

Hanley Joseph R
30 N. LASALLE ST., STE. 4000
CHICAGO, IL 60602

Signatures

Julie D. Mathews, by power
of atty

01/20/2012

__Signature of Reporting Person

Date

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) Granted under the 2004 Long-Term Incentive Plan. Options vest over a 3 year period with one-third vesting on Aug. 26, 2009, one-third vesting on Aug. 26, 2010 and one-third vesting on Aug. 25, 2011.
- (2) Granted under the 2004 Long Term Incentive Plan. Option vests over a 3 year period with one-third of the number of shares becoming exercisable on the first annual anniversary, one-third on the second annual anniversary and one-third on the third annual anniversary.
- (3) Restricted stock unit award pursuant to Long Term incentive plan. Stock units will become vested on Dec. 15, 2012.
- (4) Restricted stock unit award pursuant to Long Term incentive plan. Stock units will become vested on Dec. 2, 2013.

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.