

RURAL CELLULAR CORP
Form SC 13G/A
March 02, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b)(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 5)

Rural Cellular Corporation

(Name of Issuer)

Class A Common Stock, par value \$.01 per share

(Title of Class of Securities)

781904107

(CUSIP Number)

January 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP No. 781904107

Page 2 of 15 Pages

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Trustees of the TDS Voting Trust under Agreement dated June 30, 1989, as amended

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER - 543,799 shares of Class A Common Stock (which have one vote per share), 26,657 shares of Class B Common Stock (which have ten votes per share), 2,176.875 shares of Series A Class T Convertible Preferred Stock (which have 0 votes per share) and 5,363.214 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 4.8% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).¹ In addition, the reporting person beneficially owns 100% of the Series A Class T Convertible Preferred Stock and 100% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series A Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class A Common Stock at some time in the future subject to specified events. Each share of Series B Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

OO

¹ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Telephone and Data Systems, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER - 543,799 shares of Class A Common Stock (which have one vote per share), 26,657 shares of Class B Common Stock (which have ten votes per share), 2,176.875 shares of Series A Class T Convertible Preferred Stock (which have 0 votes per share) and 5,363.214 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 4.8% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).² In addition, the reporting person beneficially owns 100% of the Series A Class T Convertible Preferred Stock and 100% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series A Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class A Common Stock at some time in the future subject to specified events. Each share of Series B Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

CO

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² Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

CUSIP No. 781904107

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

United States Cellular Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER - 296,705 shares of Class A Common Stock (which have one vote per share), 8,885 shares of Class B Common Stock (which have ten votes per share), 2,176.875 shares of Series A Class T Convertible Preferred Stock (which have 0 votes per share) and 1,128.533 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 2.6% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).³ In addition, the reporting person beneficially owns 100% of the Series A Class T Convertible Preferred Stock and 21.0% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series A Class T Convertible Preferred Stock is convertible into 19.75308641975 shares

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of Class A Common Stock at some time in the future subject to specified events. Each share of Series B Class T Convertible Preferred Stock is convertible to 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

CO

³ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

United States Cellular Investment Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER - 296,705 shares of Class A Common Stock (which have one vote per share), 8,885 shares of Class B Common Stock (which have ten votes per share), 2,176.875 shares of Series A Class T Convertible Preferred Stock (which have 0 votes per share) and 1,128.533 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 2.6% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).⁴ In addition, the reporting person beneficially owns 100% of the Series A Class T Convertible Preferred Stock and 21.0% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series A Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class A Common Stock at some time in the future subject to specified events. Each share of Series B Class T Convertible Preferred Stock is convertible to 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

CO

⁴ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

USCCI Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON**

6 SHARED VOTING POWER - 296,705 shares of Class A Common Stock (which have one vote per share), 8,885 shares of Class B Common Stock (which have ten votes per share), 2,176.875 shares of Series A Class T Convertible Preferred Stock (which have 0 votes per share) and 1,128.533 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

7

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WITH

SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 2.6% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).⁵ In addition, the reporting person beneficially owns 100% of the Series A Class T Convertible Preferred Stock and 21.0% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series A Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class A Common Stock at some time in the future subject to specified events. Each share of Series B Class T Convertible Preferred Stock is convertible to 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

CO

⁵ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TDS Telecommunications Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER Not Applicable
	6	SHARED VOTING POWER - 247,094 shares of Class A Common Stock (which have one vote per share), 17,772 shares of Class B Common Stock (which have ten votes per share) and 4,234.681 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).
	7	SOLE DISPOSITIVE POWER Not Applicable
	8	SHARED DISPOSITIVE POWER Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 2.2% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).⁶ In addition, the reporting person beneficially owns 79.0% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series B Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

CO

⁶ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

TDSI Telecommunications Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER - 170,348 of Class A Common Stock (which have one vote per share), 8,887 shares of Class B Common Stock (which have ten votes per share) and 3,106.148 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 1.5% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).⁷ In addition, the reporting person beneficially owns 57.9% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series B Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

CO

⁷ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

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NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Arvig Telephone Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH**

6 SHARED VOTING POWER - 2,000 shares of Class A Common Stock (which have one vote per share).

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 0.02% of the Class A Common Stock of the Issuer.⁸

12 TYPE OF REPORTING PERSON

CO

⁸ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Mid-State Telephone Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

5 SOLE VOTING POWER

Not Applicable

**NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH**

6 SHARED VOTING POWER - 74,746 shares of Class A Common Stock (which have one vote per share), 8,885 shares of Class B Common Stock (which have ten votes per share) and 1,128,533 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 0.7% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock).⁹ In addition, the reporting person beneficially owns 21.0% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series B Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

12 TYPE OF REPORTING PERSON

CO

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⁹ Based on 11,835,324 shares of Class A Common Stock and 539,291 shares of Class B Common Stock issued and outstanding on November 2, 2004 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 15, 2004; and based on 2,176,875 shares of Series A Class T Convertible Preferred Stock and 5,363,214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.

CUSIP No. 781904107

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Item 1(a). Name of Issuer:

Rural Cellular Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

P.O. Box 2000
3905 Dakota Street SW
Alexandria, Minnesota 56308

Item 2(a). Name of Person Filing:

The Trustees of the Voting Trust under Agreement dated June 30, 1989, as amended ("The Voting Trust")¹⁰, Telephone and Data Systems, Inc. ("TDS"), United States Cellular Corporation ("USCC"), United States Cellular Investment Company ("USCIC"), USCCI Corporation ("USCCI"), TDS Telecommunications Corporation ("TDS Telecom"), TDSI Telecommunications Corporation ("TDSI"), Arvig Telephone Company ("Arvig Telephone") and Mid-State Telephone Company ("Mid-State"), are filing this Amendment No. 5 to Schedule 13G concerning their direct and indirect beneficial ownership of the Class A Common Stock, Class B Common Stock, Series A Class T Convertible Preferred Stock and Series B Class T Convertible Preferred Stock of the Issuer.

The sole reason for filing this Amendment No. 5 to Schedule 13G is to show the change in ownership of Rural Cellular Corporation shares previously held by Arvig Cellular, Inc. ("Arvig Cellular") and now held by TDSI as a result of the merger of Arvig Cellular with and into TDSI, which occurred on January 31, 2005.

Item 2(b). Address of Principal Business Office or, if None, Residence:

c/o Telephone and Data Systems, Inc.
30 North LaSalle Street
Suite 4000
Chicago, Illinois 60602

Item 2(c). Citizenship:

See cover page, Item 4 for each reporting person.

Item 2(d). Title of Class of Securities:

Class A Common Stock, \$0.01 par value¹¹

Item 2(e). CUSIP Number:

781904107

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a :

¹⁰ The Trustees of the Voting Trust pursuant to Agreement dated June 30, 1989, as amended: Walter C.D. Carlson, Letitia G. Carlson, M.D., Prudence E. Carlson and LeRoy T. Carlson, Jr.

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¹¹ In addition, this filing reports ownership of the Class B Common Stock, par value \$0.01 per share, of the Issuer, which is convertible at the option of the holder into Class A Common Stock on a share-for-share basis, the Series A Class T Convertible Preferred Stock of the Issuer, which is convertible into 19.75308641975 shares of Class A Common Stock at some time in the future subject to specified events, and the Series B Class T Convertible Preferred Stock of the Issuer, which is convertible into 19.75308641975 shares of Class B Common Stock at some time in the future subject to specified events.

CUSIP No. 781904107

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Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned as of January 31, 2005:

See cover page, Item 9 for each reporting person.

(b) Percent of Class:

See cover page, Item 11 for each reporting person.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Not Applicable

(ii) Shared power to vote or to direct the vote:

See cover page, Item 6 for each reporting person.

(iii) Sole power to dispose or to direct the disposition of:

Not Applicable

(iv) Shared power to dispose or to direct the disposition of:

See cover page, Item 8 for each reporting person.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

(i) Identification:

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The Trustees of the Voting Trust under Agreement dated June 30, 1989, as amended
Telephone and Data Systems, Inc.
United States Cellular Corporation
United States Cellular Investment Company
USCCI Corporation
TDS Telecommunications Corporation
TDSI Telecommunications Corporation
Arvig Telephone Company
Mid-State Telephone Company

(ii) Classification:

None of the members of the group is a person identified under Item 3 of Schedule 13G. This statement is being filed pursuant to Rule 13d-1(c).

CUSIP No. 781904107

Page 13 of 15 Pages

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 781904107

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JOINT FILING AGREEMENT

The undersigned hereby agree and consent, pursuant to Rule 13d-1(f)(1), to the joint filing of all Schedules 13D and/or Schedules 13G (including any amendments thereto) on behalf of such parties with respect to the Issuer.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 2, 2005

THE TRUSTEES OF THE TDS VOTING TRUST UNDER AGREEMENT
DATED JUNE 30, 1989, AS AMENDED

/s/ Walter C.D. Carlson*

Walter C.D. Carlson

/s/ Letitia G.C. Carlson*

Letitia G.C. Carlson

/s/ Prudence E. Carlson*

Prudence E. Carlson

/s/ LeRoy T. Carlson, Jr.

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LeRoy T. Carlson, Jr.

*By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Attorney-in-Fact for above Trustees*

*Pursuant to Joint Filing Agreement and Power of Attorney which has been separately filed with the Securities and Exchange Commission and is incorporated by reference herein.

TELEPHONE AND DATA SYSTEMS, INC.

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
President and Chief Executive Officer

Signature Page 1 of 2 to Amendment No. 5 to Schedule 13G
relating to the indirect beneficial ownership of Rural Cellular Corporation
by Telephone and Data Systems, Inc.

CUSIP No. 781904107

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UNITED STATES CELLULAR CORPORATION

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Chairman

UNITED STATES CELLULAR INVESTMENT COMPANY

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Authorized Representative

USCCI CORPORATION

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Chairman

TDS TELECOMMUNICATIONS CORPORATION

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Chairman

TDSI TELECOMMUNICATIONS CORPORATION

By: /s/ LeRoy T. Carlson, Jr.

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LeRoy T. Carlson, Jr.
Authorized Representative

ARVIG TELEPHONE COMPANY

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Authorized Representative

MID-STATE TELEPHONE COMPANY

By: /s/ LeRoy T. Carlson, Jr.

LeRoy T. Carlson, Jr.
Authorized Representative

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