

TELEPHONE & DATA SYSTEMS INC /DE/
Form 4
September 28, 2005

FORM 4 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CARLSON LEROY T

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2005

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

TELEPHONE AND DATA SYSTEMS, INC., 30 N. LASALLE ST., STE. 4000

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60602

(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. Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Shares	03/31/2005		J ⁽³⁾	V	1.935	A	③	868.48	D	
Special Common Shares	05/13/2005		J ⁽²⁾	V	868.48	A	②	868.48	D	
Special Common Shares	05/13/2005		J ⁽²⁾	V	52,677.57	A	②	52,677.57	I	By Wife
Special Common Shares	05/13/2005		J ⁽²⁾	V	219,992.902	A	②	216,392.9	I	By

Common Shares								Voting Trust ⁽⁹⁾	
Special Common Shares	09/26/2005		G V 3,600		D	<u>(10)</u>	216,392.9	I	By Voting Trust ⁽⁹⁾

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

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(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)	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 Underlying (Instr. 3 a)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Series A Common Shares	<u>(4)</u>	03/31/2005		J ⁽³⁾	V	117.383		<u>(4)</u>	<u>(4)</u>	Common Shares Special Common shares
Series A Common Shares	<u>(4)</u>	03/31/2005		J ⁽³⁾	V	93.74		<u>(4)</u>	<u>(4)</u>	Common Shares Special Common shares
Deferred Compensation	<u>(8)</u>	05/13/2005		J ⁽²⁾⁽⁸⁾	V	29,744.942		<u>(8)</u>	<u>(8)</u>	Common Share and Special Common Share
Restricted Stock Units	<u>(7)</u>	05/13/2005		J ⁽²⁾⁽⁷⁾	V	6,164		12/15/2007	<u>(1)</u>	Tendered Common Share and Special Common Share
	\$ 47.6	05/13/2005		J ⁽²⁾⁽¹¹⁾	V	9,367		12/15/1996	12/15/2006	

Option (Right to buy)								Tender Common Share and Special Common Share
Option (Right to buy)	\$ 43.88	05/13/2005	<u>J(2)(11)</u>	V	8,295	12/15/1997	12/15/2007	Tender Common Share and Special Common Share
Option (Right to buy)	\$ 39.75	05/13/2005	<u>J(2)(11)</u>	V	17,820	12/15/1998	06/22/2008	Tender Common Share and Special Common Share
Option (Right to buy)	\$ 43.75	05/13/2005	<u>J(2)(11)</u>	V	39,600	<u>(5)</u>	11/05/2007	Tender Common Share and Special Common Share
Option (Right to buy)	\$ 66.75	05/13/2005	<u>J(2)(11)</u>	V	17,600	12/15/1999	04/30/2009	Tender Common Share and Special Common Share
Option (Right to buy)	\$ 105.13	05/13/2005	<u>J(2)(11)</u>	V	18,000	12/15/2000	05/05/2010	Tender Common Share and Special Common Share
Option (Right to buy)	\$ 121.12	05/13/2005	<u>J(2)(11)</u>	V	34,360	<u>(6)</u>	09/16/2010	Tender Common Share and Special Common

Option (Right to buy)	Price	Grant Date	Exercise Price	Exercise Type	Quantity	Expiration Date	Termination Date	Share Type
Option (Right to buy)	\$ 99.44	05/13/2005	J(2)(11)	V	15,590	12/15/2001	04/30/2011	Tendered Common Share and Special Share
Option (Right to buy)	\$ 59	05/13/2005	J(2)(11)	V	22,170	12/15/2002	07/05/2012	Tendered Common Share and Special Share
Option (Right to buy)	\$ 52.92	05/13/2005	J(2)(11)	V	23,605	12/15/2003	07/03/2013	Tendered Common Share and Special Share
Option (Right to buy)	\$ 66	05/13/2005	J(2)(11)	V	22,475	12/15/2004	05/08/2014	Tendered Common Share and Special Share
Option (Right to Buy)	\$ 77.36	05/13/2005	J(2)(11)	V	26,531	12/15/2005	04/20/2015	Tendered Common Share and Special Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON LEROY T TELEPHONE AND DATA SYSTEMS, INC. 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602	X		Chairman Emeritus	

Signatures

Julie D. Mathews, by power
of atty

04/22/2005

__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) Restricted stock unit award pursuant to the 2004 Long-Term Incentive Plan. Stock units will become vested on December 15, 2007.

(2) On May 13 TDS authorized a special common dividend to holders of common shares in which one special share was distributed for each common share. The stock dividend was distributed to all shareholders making this acquisition exempt from Section 16 pursuant to Rule 16-9(a).

(3) Voluntary reporting of shares acquired through dividend reinvestment on March 31, 2005.

(4) Series A Common shares are convertible, on a share-for-share basis, into common or special common.

(5) Granted under the TDS Long term incentive plan. The option is exercisable with respect to 13200 common shares on 12/15/98, 12/15/99 and 12/15/00 for a total of 39600.

(6) Granted under the TDS Long term incentive plan. The option is exercisable with respect to 8590 common shares on 12/15/01, 12/15/02, 12/15/03 and 12/15/04 for a total of 34,360.

(7) Restricted stock units for common shares were granted without consideration under the long term incentive plan. As a result of the special common dividend, all restricted stock unit awards as of May 13 that are to be settled in common shares, whether vested or unvested, were adjusted to provide that such will be settled in the number of common share originally subject to the award plus an equal number of special common shares.

(8) Reporting person deferred 2004 bonus pursuant to the 1998 Long Term Incentive Plan. Previously, the reporting person has deferred 1998, 1999, 2000, 2001, 2002 and 2003 bonuses. The deferred bonuses total 22,623.4 shares. The employer matches total 6,560.783 and dividend reinvestment has accumulated to 560.8 common shares. The employer match vests ratably at 33%, 33% and 34% per year over a 3 year period. Some employer matches are fully vested while some matches will not be fully matched until 12/31/07.

(9) Beneficial ownership of shares held in Voting Trust. Reporting person disclaims ownership of 187,282 (including 36010 shares acquired pursuant to a dividend reinvestment plan) owned by wife. As of March 31, 2005, included 6057 shares acquired pursuant to a dividend reinvestment plan.

(10) Gifted shares

(11) Common shares were granted without consideration under the long-term incentive plan. As a result of the special common 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 shares.

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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