

JACK D MICHAEL
Form 5
February 07, 2006

FORM 5

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).
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 *
JACK D MICHAEL

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP - Corp. Controller

8401 GREENWAY BVD.
(Street)

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

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

MIDDLETON, WI 53562

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)	Amount or Price		
Special Common Shares	05/13/2005	Â	J ⁽⁵⁾	177.1028 A	\$ ⁽⁵⁾ 178.3711	D	Â
Common Shares	12/31/2005	Â	J ⁽¹⁾	1.5856 A	\$ ⁽¹⁾ 178.3	D	Â
Special Common Shares	12/31/2005	Â	J ⁽¹⁾	1.2683 A	\$ ⁽¹⁾ 178.3711	D	Â

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Common Shares	12/31/2005	Â	J ⁽²⁾	1.1	A	\$ ⁽²⁾	140.65	I	By 401K plan
Special Common Shares ⁽⁵⁾	12/31/2005	Â	J ⁽²⁾⁽⁵⁾	141.22	A	\$ ⁽²⁾	141.22	I	By 401K plan

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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title
Option (Right to buy) ⁽⁵⁾ ⁽⁶⁾	\$ 127	05/13/2005	Â	J ⁽⁵⁾⁽⁶⁾	3,000	Â	12/15/2000	08/07/2008	Tandem Common and Special Common Shares
Option (Right to buy) ⁽⁵⁾ ⁽⁶⁾	\$ 117.51	05/13/2005	Â	J ⁽⁵⁾⁽⁶⁾	7,040	Â	Â ⁽³⁾	09/16/2010	Tandem Common and Special Common Shares
Option (Right to buy) ⁽⁵⁾ ⁽⁶⁾	\$ 99.44	05/13/2005	Â	J ⁽⁵⁾⁽⁶⁾	4,240	Â	12/15/2001	04/30/2011	Tandem Common and Special Common Shares
Option (Right to buy) ⁽⁵⁾ ⁽⁶⁾	\$ 66	05/13/2005	Â	J ⁽⁵⁾⁽⁶⁾	7,900	Â	12/15/2004	05/08/2014	Tandem Common and Special Common Shares
	\$ 77.36	05/13/2005	Â	J ⁽⁵⁾⁽⁶⁾	12,444	Â	12/15/2005	04/20/2015	

Option (Right to Buy) (5) (6)

Tandem Common and Special Common Shares

Restricted Stock Units <u>(5)</u> <u>(8)</u>	Â	05/13/2005	Â	J ⁽⁵⁾⁽⁸⁾	2,045	Â	12/15/2007	Â ⁽⁷⁾
Deferred Compensation	Â	12/31/2005	Â	J ⁽¹⁾	5	Â	Â ⁽⁴⁾	Â ⁽⁴⁾
Deferred Compensation	Â	05/13/2005	Â	J ⁽⁵⁾	532.054	Â	Â ⁽⁹⁾	Â ⁽⁹⁾
Deferred Compensation	Â	12/31/2005	Â	J ⁽¹⁾	4	Â	Â ⁽⁹⁾	Â ⁽⁹⁾

Tandem Common and Special Common Shares

Common Shares

Special Common Shares

Special Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACK D MICHAEL 8401 GREENWAY BVD. MIDDLETON, WI 53562	Â	Â	Â Sr. VP - Corp. Controller	Â

Signatures

Julie D. Mathews, by power of atty
Date: 02/07/2006

 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) Voluntary reporting of shares acquired through dividend reinvestment in 2005.
- (2) Voluntary reporting of shares acquired in 2005 in the TDS 401K. The information is based on a plan statement dated 12/31/05. The number of shares fluctuates and is attributable to the price of the shares on 12/31/05.
- (3) Granted under the TDS Long Term Incentive Plan. The option is exercisable with respect to 1760 common shares on 12/15/01, 12/15/02, 12/15/03 and 12/15/04 for a total of 7040 common shares.

Reporting person deferred 2000 bonus pursuant to the TDS Long Term Incentive Plan. The deferred bonus was 410.869 shares. The employer match was 102.718 shares which vests ratably at a rate of 33%, 33% and 34% on 12/31/01, 12/31/02 and on 12/31/03.
- (4) Reporting person had previously acquired 17.3 shares in dividend reinvestment bringing the new balance as of 12/31/04 acquired in dividend reinvestment to 22.34.

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

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 common shares originally subject to the option plus an equal number of special common.

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

Restricted stock units for common shares were granted without consideration under the long term incentive plan. As a result of the special common stock dividend, all restricted stock units as of May 13 that are to be settled in common shares, whether vested or 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.

- (8)

Reporting person deferred 2000 bonus pursuant to the TDS Long Term Incentive Plan. The deferred bonus was 410.869 shares. The employer match was 102.718 shares which vests ratably at a rate of 33%, 33% and 34% on 12/31/01, 12/31/02 and on 12/31/03.

- (9) Reporting person acquired 18.464 shares as of the May 13 stock dividend. Subsequently, reporting person acquired an additional 4 shares.

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