

TELEPHONE & DATA SYSTEMS INC /DE/

Form 4

January 24, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

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

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)

30 N. LASALLE ST., STE. 4000

(Street)

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

01/23/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

CHICAGO, IL 60602

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

(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 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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	01/23/2008		M ⁽¹⁾		3,600	A	<u>(2)</u>	8,294.2	D	
Special Common Shares	01/23/2008		M ⁽¹⁾		3,600	A	<u>(2)</u>	25,242	D	
Common Shares	01/23/2008		S		100	D	\$ 53.31	8,194.2	D	
Common Shares	01/23/2008		S		100	D	\$ 53.3101	8,094.2	D	
Common Shares	01/23/2008		S		200	D	\$ 53.55	7,894.2	D	

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Common Shares	01/23/2008	S	100	D	\$ 53.56	7,794.2	D
Common Shares	01/23/2008	S	100	D	\$ 53.73	7,694.2	D
Common Shares	01/23/2008	S	100	D	\$ 53.77	7,594.2	D
Common Shares	01/23/2008	S	100	D	\$ 53.78	7,494.2	D
Common Shares	01/23/2008	S	400	D	\$ 53.95	7,094.2	D
Common Shares	01/23/2008	S	400	D	\$ 54.23	6,694.2	D
Common Shares	01/23/2008	S	200	D	\$ 54.51	6,494.2	D
Common Shares	01/23/2008	S	200	D	\$ 54.5101	6,294.2	D
Common Shares	01/23/2008	S	100	D	\$ 54.62	6,194.2	D
Common Shares	01/23/2008	S	100	D	\$ 54.66	6,094.2	D
Common Shares	01/23/2008	S	200	D	\$ 54.6601	5,894.2	D
Common Shares	01/23/2008	S	400	D	\$ 54.7501	5,494.2	D
Common Shares	01/23/2008	S	400	D	\$ 55.6301	5,094.2	D
Common Shares	01/23/2008	S	400	D	\$ 56.54	4,694.2	D
Special Common Shares	01/23/2008	S	300	D	\$ 47.9701	24,942	D
Special Common Shares	01/23/2008	S	200	D	\$ 48.05	24,742	D
Special Common Shares	01/23/2008	S	300	D	\$ 48.2001	24,442	D
Special Common Shares	01/23/2008	S	300	D	\$ 48.61	24,142	D
Special Common	01/23/2008	S	100	D	\$ 48.62	24,042	D

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Shares

Special Common Shares	01/23/2008	S	300	D	\$ 48.8	23,742	D
Special Common Shares	01/23/2008	S	100	D	\$ 48.8001	23,642	D
Special Common Shares	01/23/2008	S	200	D	\$ 49.15	23,442	D
Special Common Shares	01/23/2008	S	200	D	\$ 49.16	23,242	D
Special Common Shares	01/23/2008	S	300	D	\$ 49.28	22,942	D
Special Common Shares	01/23/2008	S	1,300	D	(6)	21,642	D

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 Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy)	\$ 39.75	01/23/2008		M		3,600		12/15/1998	06/22/2008	Tandem Common and Special Common Shares	3,600
	(5)							(5)	(5)		

Series A Common Shares				Common or Special Common shares	1,816,77 (4)
Series A Common Shares	(5)	(5)	(5)	Common or Special Common Shares	12,633.2
Series A Common Shares	(5)	(5)	(5)	Common or Special Common Shares	5,274.9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON LEROY T JR 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602	X		President and CEO	

Signatures

Julie D. Mathews, by power
of atty 01/24/2008

__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) Exercise of stock options and subsequent sale of shares pursuant to a previously disclosed 10b5-1 Rule plan.

As a result of the special common dividend on 5/13/05, all options to purchase common shares 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 of special common shares.

(3) Granted under the Long Term Incentive Plan.

Reporting person is one of four trustees which is record owner of these Series A Common shares which files its holdings on forms 4. Of these shares, 83760.5 (including 16294.5 acquired in dividend reinvestment) are held as custodian for children and 9074.3 (including 1117.3 acquired in dividend reinvestment) are held by spouse, and 686294.6 (including 16297.6 acquired in dividend reinvestment) shares are held by a family partnership of which reporting person is a general partner. Of the remaining shares, 2683.7 were earned pursuant to a dividend reinvestment plan. Reporting person disclaims beneficial ownership of shares owned by wife and as custodian for children. In addition, 862,693 Series A Common Shares owned by family limited partnership of which reporting person and his spouse each hold 500 general partnership interests and collectively hold 99,000 limited partnership interests.

(5) Sereis A Shares are convertible on a share for share basis into common or special common shares.

(6) Shares sold at prices ranging from \$49.29 to \$51.00.

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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