

Wittwer David A
 Form 5
 January 21, 2010

FORM 5

OMB APPROVAL

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

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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 *
 Wittwer David A

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)
 President of a subsidiary

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2009

TDS TELECOM, 535 JUNCTION ROAD

(Street)

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

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

MADISON, WI 53717

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Special Common Shares | | | | (A) or (D) Price | 7,303 | D | |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | \$ 99.44 | Â | Â | Â | Â | Â | 04/30/2002 | 04/30/2011 | Tandem Common and Special Common Shares | 1,441 |
| Option (Right to buy) | \$ 38 | Â | Â | Â | Â | Â | 12/15/2006 | 06/19/2016 | Special Common Shares | 35,364 |
| Option (Right to buy) | \$ 59.45 | Â | Â | Â | Â | Â | 12/15/2007 | 07/02/2017 | Special Common Shares | 43,077 |
| Option (right to buy) | \$ 35.35 | Â | Â | Â | Â | Â | Â ⁽¹⁾ | 08/26/2018 | Special Common Shares | 68,500 |
| Option (right to buy) | \$ 26.95 | Â | Â | Â | Â | Â | Â ⁽³⁾ | 05/20/2019 | Special Common Shares | 89,500 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | 12/15/2010 | Â ⁽²⁾ | Special Common Shares | 9,120 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Special Common Shares | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wittwer David A TDS TELECOM 535 JUNCTION ROAD MADISON, WI 53717 | Â | Â | Â President of a subsidiary | Â |

Signatures

Julie D. Mathews, by power
of atty

01/21/2010

__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 of the number of shares becoming exercisable on Aug. 26, 2009, one-third on Aug. 26, 2010 and one-third on Aug. 26, 2011.
- (2) Restricted stock units that vest on Dec. 15, 2010.
- (3) Granted under the 2004 Long Term Incentive Plan. Options vest over a 3 year period with one-third of the shares becoming exercisable on the first anniversary, one-third on the second anniversary and one-third on the third anniversary.
On May 21, 2009, TDS granted a restricted stock award of 19,200 special common shares to reporting person subject to acceptance.
- (4) Administratively the award was reported on a Form 4 on May 22, 2009 by the reporting persons' power of attorney. However, upon receipt of award reporting person declined acceptance immediately and therefore was null and void and deemed not to have been awarded.

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.