

Hanley Joseph R
Form 5
January 18, 2006

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Hanley Joseph R

(Last) (First) (Middle)

30 N. LASALLE ST., STE. 4000

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
TELEPHONE & DATA SYSTEMS
INC /DE/ [TDS]

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title ☐ Other (specify
below) below)
VP-Technology Planning Service

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60602

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	12/31/2005	Â	J ⁽²⁾	2.5 A \$ ⁽²⁾	282.4	D	Â
Special Common Shares	05/13/2005	Â	J ⁽⁴⁾	280.5 A \$ ⁽⁴⁾	282.5	D	Â
Special Common Shares	12/31/2005	Â	J ⁽²⁾	2 A \$ ⁽²⁾	282.5	D	Â

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

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SEC 2270
(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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right to buy) ⁽³⁾ ⁽⁴⁾	\$ 106	05/13/2005	Â	J ⁽³⁾	1,622 Â	12/15/2000 03/10/2010	Tandem Common and Special Common Shares ⁽³⁾ 1,622
Option (Right to buy) ⁽³⁾ ⁽⁴⁾	\$ 99.44	05/13/2005	Â	J ⁽³⁾	356 Â	04/30/2002 04/30/2011	Tandem Common and Special Common Shares ⁽³⁾ 356
Option (Right to buy) ⁽³⁾ ⁽⁴⁾	\$ 59.9	05/13/2005	Â	J ⁽³⁾	2,579 Â	Â ⁽¹⁾ 07/01/2012	Tandem Common and Special Common Shares ⁽³⁾ 2,579
Option (Right to buy) ⁽³⁾ ⁽⁴⁾	\$ 59	05/13/2005	Â	J ⁽³⁾	677 Â	04/30/2003 07/05/2012	Tandem Common and Special Common Shares ⁽³⁾ 677
Option (Right to buy) ⁽³⁾ ⁽⁴⁾	\$ 43.09	05/13/2005	Â	J ⁽³⁾	785 Â	04/30/2004 04/30/2013	Tandem Common and Special Common Shares ⁽³⁾ 785

Option (Right to buy) ⁽³⁾ ⁽⁴⁾	\$ 65.96	05/13/2005	Â	J ⁽³⁾	1,255	Â	04/30/2005	04/30/2014	Tandem Common and Special Common Shares ⁽³⁾	1,255
Option (Right to buy) ⁽³⁾ ⁽⁴⁾	\$ 78.1	05/13/2005	Â	J ⁽³⁾	3,433	Â	12/15/2005	04/21/2015	Tandem Common and Special Common Shares ⁽³⁾	3,433
Restricted Stock Units ⁽⁴⁾ ⁽⁵⁾	Â	05/13/2005	Â	J ⁽⁵⁾	594	Â	12/15/2007	Â ⁽⁶⁾	Tandem Common and Special Common Shares ⁽⁶⁾	594

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanley Joseph R 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602	Â	Â	Â VP-Technology Planning Service	Â

Signatures

Julie D. Mathews, by power
of atty 01/18/2006

 **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) 860 shares became exercisable on 12/14/02 and on 12/14/03. 859 shares became exercisable on 12/14/04

(2) Voluntary reporting of shares acquired through dividend reinvestment in 2005.

(3) 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.

(4) 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).

(5) 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.

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

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