

HELTON SANDRA L

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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
HELTON SANDRA L

(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)
12/31/20054. 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 below) ☐ Other (specify below)
EVP and CFO

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60602

(City) (State) (Zip)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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)
Common Shares	12/31/2005	Â	J(2)	1.79 A \$ (2)	231.5	I	By 401K plan
Special Common Shares (7)	12/31/2005	Â	J(2)(7)	232.45 A \$ (2)	232.45	I	By 401K Plan

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)

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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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to buy) ⁽⁴⁾	\$ 33.87	Â	Â	Â	Â Â	Â ⁽¹⁾	08/07/2008	Tandem Common and Special Common Shares ⁽⁴⁾	24,000
Option (Right to buy) ⁽⁴⁾	\$ 105.13	Â	Â	Â	Â Â	12/15/2000	05/05/2010	Tandem Common and Special Common Shares ⁽⁴⁾	18,000
Option (Right to buy) ⁽⁴⁾	\$ 121.12	Â	Â	Â	Â Â	Â ⁽³⁾	09/16/2010	Tandem Common and Special Common Shares ⁽⁴⁾	25,320
Option (Right to buy) ⁽⁴⁾	\$ 99.44	Â	Â	Â	Â Â	12/15/2001	04/30/2011	Tandem Common and Special Common Shares ⁽⁴⁾	12,115
Option (Right to buy) ⁽⁴⁾	\$ 59	Â	Â	Â	Â Â	12/15/2002	07/05/2012	Tandem Common and Special Common Shares ⁽⁴⁾	29,915
Option (Right to	\$ 52.92	Â	Â	Â	Â Â	12/15/2003	07/03/2013	Tandem Common	31,475

buy) ⁽⁴⁾

										and Special Common Shares ⁽⁴⁾	
Option (Right to buy) ⁽⁴⁾	\$ 66	Â	Â	Â	Â	Â	12/15/2004	05/08/2014		Tandem Common and Special Common Shares ⁽⁴⁾	30,585
Option (Right to buy) ⁽⁴⁾	\$ 77.36	Â	Â	Â	Â	Â	12/15/2005	04/20/2015		Tandem Common and Special Common Shares ⁽⁴⁾	53,353
Restricted Stock Units ⁽⁵⁾	Â	Â	Â	Â	Â	Â	12/15/2007	Â ⁽⁶⁾		Tandem Common and Special Common Shares ⁽⁵⁾	9,138

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELTON SANDRA L 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602	Â X	Â	Â EVP and CFO	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) Granted under the long-term incentive plan. The option became exercisable with respect to 12,000 common shares on 12/15/98, 12/15/99 and 12/15/00 for a total of 36,000. 12,000 shares were previously exercised.
- (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 became exercisable with respect to 6330 common shares on 12/15/01, 12/15/02, 12/15/03 and 12/15/04 for a total of 25,320.
- (4)

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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.

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

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.