

TELEPHONE & DATA SYSTEMS INC /DE/

Form 5

February 02, 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 *
WERTZ BYRON A

(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 ☐ Other (specify
below) below)

VP-Corp. Development

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 Indirect Beneficial Ownership (Instr. 4)
Special Common Common	05/13/2005	Â	J ⁽⁷⁾	397	A \$ ⁽⁷⁾	398	D Â
Special Common Shares	12/31/2005	Â	J ⁽¹⁾	0.6	A \$ ⁽¹⁾	398	D Â
Special Common	05/13/2005	Â	J ⁽⁷⁾	24,476.4	A \$ ⁽⁷⁾	24,525.4	I By Voting Trust

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Shares

Special Common Shares	12/31/2005	Â	J ⁽¹⁾	49	A	\$ ⁽¹⁾	24,525.4	I	By Voting Trust
Common Shares	03/31/2005	Â	J ⁽³⁾	40.2488	A	\$ 69.36	516.6	D	Â
Common Shares	06/30/2005	Â	J ⁽³⁾	37.477	A	\$ 34.6885	516.6	D	Â
Common Shares	09/30/2005	Â	J ⁽³⁾	39.2163	A	\$ 33.15	516.6	D	Â
Common Shares	12/31/2005	Â	U ⁽³⁾	42.4489	A	\$ 30.6255	516.6	D	Â
Common Shares	Â	Â	Â	Â	Â	Â	15	I	Custodian for children
Special Common Shares	05/13/2005	Â	J ⁽⁷⁾	15	A	\$ ⁽⁷⁾	15	I	Custodian for children
Common Shares	Â	Â	Â	Â	Â	Â	25.1	I	By Trust
Special Common Shares	05/13/2005	Â	J ⁽⁷⁾	25.1	A	\$ ⁽⁷⁾	25.1	I	By Trust
Common Shares	12/31/2005 ⁽⁴⁾	Â	J ⁽⁴⁾	1.31	D	\$ ⁽⁴⁾	467.69	I	By 401K plan
Special Common Shares ⁽⁷⁾	12/31/2005 ⁽⁴⁾	Â	J ⁽⁴⁾⁽⁷⁾	469.6	A	\$ ⁽⁴⁾	469.6	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.

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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)
	\$ 69.36	03/31/2005	Â	J ⁽³⁾	(A) Â (D) 40.2488	Date Exercisable 03/31/2005 Expiration Date 03/31/2005	Title

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Option (Right to buy)										Common Shares
Option (Right to buy)	\$ 34.6885	06/30/2005	Â	<u>J⁽³⁾</u>	Â	37.477	06/30/2005	06/30/2005		Common Shares
Option (Right to buy)	\$ 33.15	09/30/2005	Â	<u>J⁽³⁾</u>	Â	39.2163	09/30/2005	09/30/2005		Common Shares
Option (Right to buy)	\$ 30.6255	12/31/2005	Â	<u>J⁽³⁾</u>	Â	42.4489	12/31/2005	12/31/2005		Common Shares
Option (Right to buy)	\$ 58.96	05/13/2005	Â	<u>J⁽⁷⁾⁽⁸⁾</u>	4,400	Â	12/15/1999	04/30/2009		Tandem Common and Special Common Shares
Option (Right to buy)	\$ 102.79	05/13/2005	Â	<u>J⁽⁷⁾⁽⁸⁾</u>	4,000	Â	12/15/2000	04/28/2010		Tandem Common and Special Common Shares
Option (Right to buy)	\$ 117.51	05/13/2005	Â	<u>J⁽⁷⁾⁽⁸⁾</u>	7,160	Â	Â <u>(2)</u>	09/16/2010		Tandem Common and Special Common Shares
Option (Right to buy)	\$ 99.44	05/13/2005	Â	<u>J⁽⁷⁾⁽⁸⁾</u>	3,410	Â	12/15/2001	04/30/2011		Tandem Common and Special Common Shares
Option (Right to buy)	\$ 59	05/13/2005	Â	<u>J⁽⁷⁾⁽⁸⁾</u>	4,115	Â	12/15/2002	07/05/2012		Tandem Common and Special Common Shares
Option (Right to buy)	\$ 66	05/13/2005	Â	<u>J⁽⁷⁾⁽⁸⁾</u>	3,950	Â	12/15/2004	05/08/2014		Tandem Common and Special

Option (Right to Buy)	\$ 77.36	05/13/2005	Â	J ⁽⁷⁾⁽⁸⁾	4,476	Â	12/15/2005	04/20/2015	Common Shares Tandem Common and Special Common Shares Tandem Common and Special Common Shares Common or Special Common Shares
Restricted Stock Units	Â	05/13/2005	Â	J ⁽⁷⁾⁽¹⁰⁾	992	Â	12/15/2007	Â ⁽⁹⁾	
Series A Common Shares	Â	12/31/2005	Â	J ⁽¹⁾	60.8	Â	Â ⁽⁵⁾	Â ⁽⁵⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WERTZ BYRON A 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602	Â	Â	Â VP-Corp. Development	Â

Signatures

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

__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) Granted under the TDS 1998 Long Term incentive plan. The option was exercisable with respect to 1790 common shares on 12/15/01, 12/15/02, 12/15/03 and on 12/15/04 for a total of 7160.
- (3) Disposition of option and acquisition of shares under the TDS Employee Stock Purchase Plan.
- (4) 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.
- (5) Series A Common shares are convertible, on a share-for-share basis, into common or special common.
- (6) Of these shares, 18,132.886 (of which 701.886 were earned pursuant to a dividend reinvestment plan) are held as custodian for children. Of the remaining shares held in a personal trust (348.117 were earned pursuant to a dividend reinvestment plan).
- (7) On May 13 TDS authorized a special common dividend to holders of common shares in which one special common share was distributed for each common share. The stock dividend was distributed to all shareholders making this acquisition exempt from Section

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16 pursuant to Rule 16a-9(a).

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

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

(10) 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 unit awards 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.

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.