

RURAL CELLULAR CORP
Form SC 13G/A
January 22, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13D-1(B)(C), AND (D) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13D-2(B)**

(Amendment No. 4)

Rural Cellular Corporation

(Name of Issuer)

Class A Common Stock, par value \$.01 per share

(Title of Class of Securities)

781904107

(CUSIP Number)

December 31, 2001

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

CUSIP NO. 781904107

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Trustees of the TDS Voting Trust under Agreement dated June 30, 1989

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
 (b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

Not Applicable

6 SHARED VOTING POWER - 543,799 shares of Class A Common Stock (which have one vote per share), 26,657 shares of Class B Common Stock (which have ten votes per share), 2,176.875 shares of Series A Class T Convertible Preferred Stock (which have 0 votes per share) and 5,363.214 shares of Series B Class T Convertible Preferred Stock (which have 0 votes per share).

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE DISPOSITIVE POWER

Not Applicable

8 SHARED DISPOSITIVE POWER

Same as 6

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting person beneficially owns 5.1% of the Class A Common Stock (assuming conversion of its shares of the Class B Common Stock). In addition, the reporting person beneficially owns 100% of the Series A Class T Convertible Preferred Stock and 100% of the Series B Class T Convertible Preferred Stock of the Issuer. Class B Common Stock is convertible at any time into Class A Common Stock on a share-for-share basis. Each share of Series A Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class A Common Stock at some time in the future subject to specified events. Each share of Series B Class T Convertible Preferred Stock is convertible into 19.75308641975 shares of Class B Common Stock at some time in the future subject to

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specified events.

12 TYPE OF REPORTING PERSON

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1 Based on 11,157,542 shares of Class A Common Stock and 727,416 shares of Class B Common Stock issued and outstanding on November 1, 2001 as reported by Rural Cellular Corporation on its Form 10-Q filed with the Securities and Exchange Commission on November 13, 2001; and based on 2,176.875 shares of Series A Class T Convertible Preferred Stock and 5,363.214 shares of Series B Class T Convertible Preferred Stock issued on March 31, 2000 pursuant to the Certificate of Designation of Voting Power, Preferences and Relative, Participating, Optional and Other Special Rights and Qualifications, Limitations and Restrictions of Class T Convertible Preferred Stock of Rural Cellular Corporation dated as of March 31, 2000.