

TELEPHONE & DATA SYSTEMS INC /DE/  
 Form 5  
 January 26, 2005

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

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 \*  
**GALLAGHER KEVIN C**

(Last) (First) (Middle)

30 N. LASALLE ST., STE. 4000  
 (Street)

CHICAGO, IL 60602  
 (City) (State) (Zip)

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)  
 12/31/2004

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 below)  Other (specify below)  
 VP & Corp Secretary

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

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	12/31/2004	Â	J(2)	0.74 A \$ (2)	343.61	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)

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

Edgar Filing: TELEPHONE & DATA SYSTEMS INC /DE/ - Form 5

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)
Option (Right to buy)	\$ 91.5	Â	Â	Â	Â (A) Â (D)	Date Exercisable: Â (3) 11/26/2011 Expiration Date: 11/26/2011	Common Shares
Option (Right to buy)	\$ 44.58	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 12/15/2003 <sup>(1)</sup> Expiration Date: 05/13/2013	Common Shares
Option (Right to buy)	\$ 66	Â	Â	Â	Â (A) Â (D)	Date Exercisable: 12/15/2004 Expiration Date: 05/08/2014	Common Shares
Deferred Compensation	Â	12/31/2004	Â	J <sup>(5)</sup>	22.8 Â (A) Â (D)	Date Exercisable: Â (4) Expiration Date: Â (4)	Common Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER KEVIN C 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602	Â	Â	Â VP & Corp Secretary	Â

## Signatures

Julie D. Mathews, by power of atty 01/26/2005

\*\*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. Reporting person was granted 7,510 shares of which 3,500 common shares were previously exercised.
- (2) Voluntary reporting of shares acquired in 2004 in the TDS 401K. The information is based on a plan statement dated 12/31/04. The number of shares fluctuates and is attributable to the price of the shares on 12/31/04.
- (3) Granted under the TDS 1998 Long Term Incentive Plan. The option is exercisable with respect to 2450 common shares on 12/15/01, 12/15/02, 12/15/03 and on 12/15/04 for a total of 9800 common shares.
- (4) Reporting person deferred 2002 bonus pursuant to the TDS 1998 Long Term Incentive Plan. The deferred bonus was 2404.371 and the employer match was 697.267 which vests ratably at a rate of 33%. 33% and 34% on 12/31/03, 12/31/04 and 12/31/05. Reporting person previously acquired 23.832 common shares in dividend reinvestment. During 2004 reporting person acquired an additional 22.8 common shares for a total of 43.632 common shares

Edgar Filing: TELEPHONE & DATA SYSTEMS INC /DE/ - Form 5

(5) Voluntary reporting of shares acquired through dividend reinvestment in 2004.

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.