

Hanley Joseph R
Form 5
January 22, 2013

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: 3235-0362
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1. Name and Address of Reporting Person *
Hanley Joseph R

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2012

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

30 N. LASALLE ST., STE. 4000

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60602

____X____ 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) (A) or Amount (D) Price	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	Â	Â	Â	Â Â Â Â	9,721.9	D	Â

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

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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)**

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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)	\$ 38	Â	Â	Â	Â Â	12/15/2006	06/19/2016	Common Shares	10,669
Option (Right to buy)	\$ 59.45	Â	Â	Â	Â Â	12/15/2007	07/02/2017	Common Shares	14,448
Option (Right to buy)	\$ 35.35	Â	Â	Â	Â Â	Â <u>(1)</u>	08/26/2018	Common Shares	19,000
Option (Rigft to buy)	\$ 26.95	Â	Â	Â	Â Â	Â <u>(2)</u>	05/20/2019	Common Shares	24,400
Option (Rigft to buy)	\$ 26.66	Â	Â	Â	Â Â	Â <u>(2)</u>	05/25/2020	Common Shares	22,800
Option (Right to buy)	\$ 29.94	Â	Â	Â	Â Â	Â <u>(2)</u>	05/13/2021	Common Shares	21,000
Option (Right to buy)	\$ 20.79	Â	Â	Â	Â Â	Â <u>(5)</u>	05/15/2022	Common Shares	34,200
Restricted Stock Units	Â	Â	Â	Â	Â Â	12/02/2013	Â <u>(3)</u>	Common Shares	2,900
Restricted Stock Units	Â	Â	Â	Â	Â Â	12/01/2014	Â <u>(4)</u>	Common Shares	4,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Hanley Joseph R
30 N. LASALLE ST., STE. 4000 Â Â Â VP-Technology Planning Service Â
CHICAGO,Â ILÂ 60602

Signatures

Julie D. Mathews, by power
of atty 01/22/2013

__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 2004 Long-Term Incentive Plan. Options vest over a 3 year period with one-third vesting on Aug. 26, 2009, one-third vesting on Aug. 26, 2010 and one-third vesting on Aug. 25, 2011.
- (2) Granted under the 2004 Long Term Incentive Plan. Option vests over a 3 year period with one-third of the number of shares becoming exercisable on the first annual anniversary, one-third on the second annual anniversary and one-third on the third annual anniversary.
- (3) Restricted stock unit award pursuant to 2004 Long Term incentive plan. Stock units will become vested on Dec. 2, 2013.
- (4) Restricted stock unit award pursuant to 2011 Long Term Incentive plan. Stockunits will become vested on Dec. 1, 2014.
- (5) Granted under the 2011 Long Term Incentive Plan. Option vests over a 3 year period with one-third of the number of shares becoming exercisable on the first annual anniversary, one-third on the second annual anniversary and one-third on the third annual anniversary.

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.