

TELEPHONE & DATA SYSTEMS INC /DE/  
 Form 5  
 January 22, 2009

**FORM 5**

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

OMB APPROVAL

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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 \*  
 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)  
 12/31/2008

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify 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

(City) (State) (Zip)

\_\_\_X\_\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |  |  |                                   |
| Common Shares                   | Â                                    | Â  | Â                              | Â Â Â   | 883.7439   | D  | Â                                 |
| Special Common Shares           | Â                                    | Â  | Â                              | Â Â Â   | 1,587.2661   | D  | Â                                 |

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

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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)                      | \$ 106   | Â                                    | Â  | Â                              | Â   | Â  | 12/15/2000       | 03/10/2010  | Tandem Common and Special Common Shares | 1,622                      |
| Option (Right to buy)                      | \$ 99.44   | Â                                    | Â  | Â                              | Â   | Â  | 04/30/2002       | 04/30/2011  | Tandem Common and Special Common Shares | 356                        |
| Option (Right to buy)                      | \$ 38  | Â                                    | Â  | Â                              | Â   | Â  | 12/15/2006       | 06/19/2016  | Special Common                          | 10,669                     |
| Option (Right to buy)                      | \$ 59.45   | Â                                    | Â  | Â                              | Â   | Â  | 12/15/2007       | 07/02/2017  | Special Common Shares                   | 14,448                     |
| Option (Right to buy)                      | \$ 35.35   | Â                                    | Â  | Â                              | Â   | Â  | Â <sup>(2)</sup> | 08/26/2018  | Special common shares                   | 19,000                     |
| Restricted Stock Units                     | Â  | Â                                    | Â  | Â                              | Â   | Â  | 12/15/2009       | Â <sup>(1)</sup>  | Special Common Shares                   | 1,559                      |
| Restricted Stock Units                     | Â  | Â                                    | Â  | Â                              | Â   | Â  | 12/15/2010       | Â <sup>(3)</sup>  | Special common shares                   | 2,606                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

|  | Director | 10% Owner | Officer | Other                          |
|--|----------|-----------|---------|--------------------------------|
| Hanley Joseph R<br>30 N. LASALLE ST., STE. 4000<br>CHICAGO, IL 60602 |          |           |         | VP-Technology Planning Service |

## Signatures

Julie D. Mathews, by power  
of atty 01/22/2009

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) Restricted stock unit award pursuant to the Long Term Incentive Plan. Stock units will become vested on December 15, 2009.
- (2) Granted under the 2004 Long-Term Incentive Plan. Options vest over a 3year period with one-third vesting on Aug. 26, 2009, one-third vesting on Aug. 26, 2010 and one-third vesting on Aug. 25, 2011.
- (3) Restricted stock unit award pursuant to Long term incentive plan. Stock units will become vested on Dec. 15, 2010.

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.