

HELTON SANDRA L
Form 4
August 16, 2005

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HELTON SANDRA L

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP and CFO

(Last) (First) (Middle)
30 N. LASALLE ST., STE. 4000
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/13/2005

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

CHICAGO, IL 60602

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	08/12/2005		S ⁽⁷⁾		3,000	D	\$ 41.3213
Special Common Shares	05/13/2005		J ⁽¹⁾	V	3,000	A	0
Special Common Shares	08/12/2005		S ⁽⁷⁾		3,000	D	\$ 40
Common Shares	08/12/2005		M ⁽¹⁾⁽²⁾		12,000	A	0
	08/12/2005		S ⁽⁷⁾		12,000	D	0

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Common Shares						\$		
						41.4001		
Special Common Shares	08/12/2005		<u>M⁽¹⁾⁽²⁾</u>	12,000	A	<u>(3)</u>	0	D
Special Common Shares	08/12/2005		<u>S⁽⁷⁾</u>	12,000	D	\$ 40	0	D

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

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SEC 1474
(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Option (Right to Buy) <u>(3)</u>	\$ 33.87	08/12/2005		<u>M⁽¹⁾⁽²⁾</u>	12,000 <u>(1) (2)</u>	<u>(3)</u> 08/07/2008	Tandem Common and Special Common Shares <u>(2)</u>	
Option (Right to buy) <u>(1) (2)</u>	\$ 105.13	05/13/2005		<u>J⁽²⁾</u>	V 18,000	12/15/2000 05/05/2010	Tandem Common and Special Common Shares <u>(2)</u>	
Option (Right to buy) <u>(1) (2)</u>	\$ 121.12	05/13/2005		<u>J⁽²⁾</u>	V 25,320	<u>(5)</u> 09/16/2010	Tandem Common and Special Common Shares <u>(2)</u>	
Option (Right to	\$ 99.44	05/13/2005		<u>J⁽²⁾</u>	V 12,115	12/15/2001 04/30/2011	Tandem Common	

Signatures

Julie D. Mathews, by power
of atty

08/15/2005

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

(2) 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.

(3) Common shares were granted without consideration under the long term incentive plan. The option became exercisable with respect to 12,000 common shares on 12/15/98, 12/15/99 and 12/15/00 for a total of 36,000. 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 for an aggregate price of \$33.87.

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

(5) Granted under the TDS long term Incentive Plan. The option became exercisable with respect to 6330 common shares on 12/15/01, 12/15/02, 12/15/03 and 12/15/04 for a total of 25,320.

(6) 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.

(7) Pursuant to a previously disclosed 10b5-1 Rule plan

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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