

Hanley Joseph R
Form 5
January 22, 2019

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 *
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)
12/31/2018

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP-Tech, Services & Strategy

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

___ 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 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 | | | | (A) or (D) Price | 13,768 | D | |

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

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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) | \$ 26.66 | Â | Â | Â | Â | Â | Â (1) | 05/25/2020 | Common Shares | 22,800 |
| Option (Right to Buy) | \$ 29.94 | Â | Â | Â | Â | Â | Â (1) | 05/13/2021 | Common Shares | 21,000 |
| Option (Right to Buy) | \$ 26.83 | Â | Â | Â | Â | Â | Â (2) | 05/16/2024 | Common Shares | 25,434 |
| Option (Right to Buy) | \$ 29.26 | Â | Â | Â | Â | Â | Â (2) | 05/11/2025 | Common Shares | 26,902 |
| Option (Right to Buy) | \$ 29.45 | Â | Â | Â | Â | Â | Â (2) | 08/15/2026 | Common Shares | 7,256 |
| Option (Right to Buy) | \$ 27.79 | Â | Â | Â | Â | Â | Â (2) | 05/24/2027 | Common Shares | 7,201 |
| Option (Right to Buy) | \$ 25.7 | Â | Â | Â | Â | Â | Â (2) | 05/23/2028 | Common Shares | 7,540 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | 05/11/2019 | Â (3) | Common Shares | 10,037 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | 05/24/2020 | Â (3) | Common Shares | 8,313 |
| Restricted Stock Units | Â | Â | Â | Â | Â | Â | 05/23/2021 | Â (3) | Common Shares | 7,788 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hanley Joseph R 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602 | Â | Â | Â SVP-Tech, Services & Strategy | Â |

Signatures

Julie D. Mathews, by power
of atty 01/22/2019

__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. 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.
- (2) Granted under the 2011 Long Term Incentive Plan. Stock options will become vested on the third annual anniversary.
- (3) Restricted stock unit award pursuant to the long term incentive plan. Stock units will become vested 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.