

UNITED STATES CELLULAR CORP
 Form 5
 January 26, 2009

FORM 5

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

OMB APPROVAL

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 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 *
 MEYERS KENNETH R

(Last) (First) (Middle)

30 N. LASALLE ST. STE. 4000

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 UNITED STATES CELLULAR CORP [USM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2008

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)

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				(A) Amount (D) Price	32,769 ⁽¹⁾	D	
Common Shares	12/31/2008		J ⁽²⁾	154.31 A \$ ⁽²⁾	1,924.98	I	By 401k plan

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

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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 Security (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Option (right to buy) ⁽³⁾	\$ 38.65	Â	Â	Â	Â	Â	03/31/2008	03/31/2014	Common Shares	8,
Option (right to buy) ⁽⁴⁾	\$ 45.63	Â	Â	Â	Â	Â	Â ⁽⁴⁾	03/31/2015	Common Shares	17
Option (right to buy) ⁽⁵⁾	\$ 59.43	Â	Â	Â	Â	Â	Â ⁽⁵⁾	04/03/2016	Common Shares	22,8
Restricted stock unit	Â	Â	Â	Â	Â	Â	04/03/2009	Â ⁽⁶⁾	Common Shares	3,
Deferred Compensation	Â	Â	Â	Â	Â	Â	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Shares	1,22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MEYERS KENNETH R 30 N. LASALLE ST. STE. 4000 CHICAGO, IL 60602	Â X	Â	Â	Â

Signatures

Julie D. Mathews, by power of atty 01/26/2009

 **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) Includes 2,500 shares held by children of which reporting person disclaims beneficial ownership of children's shares. Includes 1,000 shares held by a trust of which reporting person denies current beneficial ownership in.
- (2) Voluntary reporting of shares acquired in 2008 in the TDS 401K. The information is based on a plan statement dated 12/31/08. The number of shares fluctuates and is attributable to the price of the shares on 12/31/08.

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- (3) Granted 35,225 common shares. Reporting person has previously exercised 26,418 common shares.
- (4) Granted 34,400 shares. Reporting person previously exercised 17,200 common shares. 8,600 common shares become exercisable on March 31, 2008 and 8,600 common shares become exercisable on March 31, 2009.
- (5) Granted 30,425 shares. Reporting person previously exercised 7,606 common shares. 7,606 common shares vest on April 3, 2008; 7606 vest on April 3, 2009 and 7607 vest on April 3, 2010.
- (6) Restricted stock units that will vest on April 3, 2009
Reporting person deferred 2006 bonus pursuant to the United States Cellular Corporation Long Term Incentive Plan. The deferred bonus has been deemed invested in phantom stock representing Common shares of United States Cellular. The deferred bonus totalled 981.077 shares and the company match totalled 245.269 shares. The company match vests over a three year period. As of Dec. 31, 2008, 1,144.59 shares were vested.
- (7)

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