

UNITED STATES CELLULAR CORP
Form 8-K
May 19, 2011

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 17, 2011

UNITED STATES CELLULAR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-9712
(Commission
File Number)

62-1147325
(I.R.S. Employer Identification
No.)

8410 West Bryn Mawr, Suite 700, Chicago, Illinois
(Address of principal executive offices)

60631
(Zip Code)

Registrant's telephone number, including area code: **(773) 399-8900**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders of United States Cellular Corporation (the Company) held on May 17, 2011, the following number of votes were cast for the matters indicated. The following voting results are final.

1. Election of Directors.

The following directors received the following votes and were elected:

a. For the election of one Class III Director of the Company by the holders of Common Shares:

| Nominee | For | Withhold | Broker Non-vote |
|-------------------|------------|----------|-----------------|
| J. Samuel Crowley | 50,201,305 | 663,398 | 956,634 |

b. For the election of two Class III Directors of the Company by the holder of Series A Common Shares:

| Nominee | For | Withhold | Broker Non-vote |
|-----------------------|-------------|----------|-----------------|
| LeRoy T. Carlson, Jr. | 330,058,770 | - | - |
| Walter C.D. Carlson | 330,058,770 | - | - |

2. Proposal to Ratify the Selection of PricewaterhouseCoopers LLP as Independent Public Accountants for 2011:

This proposal received the following votes and was approved:

| For | Against | Abstain | Broker Non-vote |
|-----|---------|---------|-----------------|
|-----|---------|---------|-----------------|

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| | | | | |
|----------|-------------|--------|-------|-----|
| Common | 51,800,360 | 17,968 | 3,009 | -0- |
| Series A | 330,058,770 | -0- | -0- | -0- |
| Total | 381,859,130 | 17,968 | 3,009 | -0- |

3. Proposal to approve, on an advisory basis, the compensation of our named executive officers as disclosed in the Company's Proxy Statement dated April 14, 2011 (commonly known as Say-on-Pay).

This proposal received the following votes and was approved:

| | For | Against | Abstain | Broker Non-vote |
|----------|-------------|----------------|----------------|----------------------------|
| Common | 46,267,398 | 1,004,828 | 3,592,477 | 956,634 |
| Series A | 330,058,770 | -0- | -0- | -0- |
| Total | 376,326,168 | 1,004,828 | 3,592,477 | 956,634 |

4. Advisory vote on whether future Say-on-Pay votes should be held every year, every two years or every three years (commonly known as Say-on-Frequency).

This proposal received the following votes, with the following choice receiving a majority of the votes: Every Year :

| | Every Year | | | | Broker Non-vote |
|----------|-------------------|----------------|----------------|----------------|----------------------------|
| | (1 Year) | 2 Years | 3 Years | Abstain | |
| Common | 45,428,486 | 17,567 | 1,779,515 | 3,639,135 | 956,634 |
| Series A | 330,058,770 | -0- | -0- | -0- | -0- |
| Total | 375,487,256 | 17,567 | 1,779,515 | 3,639,135 | 956,634 |

Based on the foregoing results and consistent with the substantial majority of the votes cast in favor of Every Year, the Company's board of directors has adopted a policy to hold an advisory vote on executive compensation every year.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

United States Cellular Corporation
(Registrant)

Date: May 19, 2011

By: /s/ Steven T. Campbell
Steven T. Campbell
Executive Vice President Finance,
Chief Financial Officer and Treasurer
