

Hanley Joseph R
Form 5
January 22, 2019

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
Hanley Joseph R

(Last) (First) (Middle)

30 N. LASALLE ST., STE. 4000

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
TELEPHONE & DATA SYSTEMS
INC /DE/ [TDS]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2018

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)
SVP-Tech, Services & Strategy

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares				(A) or Amount (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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contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**

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