

TELEPHONE & DATA SYSTEMS INC /DE/
 Form 5
 January 26, 2006

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 *
WILLIAMSON SCOTT H

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

CHICAGO, IL 60602

(City) (State) (Zip)

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)
 12/31/2005

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)
 Senior Vice President

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 | 1,364 | D | |
| Special Common Shares | 05/13/2005 | | J ⁽⁵⁾ | 1,364 A \$ ⁽⁵⁾ | 1,364 | 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)

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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 or Number of Shares |
| Option (Right to buy) <u>(3)</u> <u>(5)</u> | \$ 66.75 | 05/13/2005 | Â | <u>J(3)(5)</u> | 6,370 | Â | 12/15/1999 | 04/30/2009 | Tandem Common and Special Common Shares <u>(3)</u> | 6,370 |
| Option (Right to buy) <u>(3)</u> <u>(5)</u> | \$ 105.13 | 05/13/2005 | Â | <u>J(3)(5)</u> | 8,600 | Â | 12/15/2000 | 05/05/2010 | Tandem Common and Special Common Shares <u>(3)</u> | 8,600 |
| Option (Right to buy) <u>(3)</u> <u>(5)</u> | \$ 117.51 | 05/13/2005 | Â | <u>J(3)(5)</u> | 14,760 | Â | Â <u>(1)</u> | 09/16/2010 | Tandem Common and Special Common Shares <u>(3)</u> | 14,760 |
| Option (Right to buy) <u>(3)</u> <u>(5)</u> | \$ 99.44 | 05/13/2005 | Â | <u>J(3)(5)</u> | 7,690 | Â | 12/15/2001 | 04/30/2011 | Tandem Common and Special Common Shares <u>(3)</u> | 7,690 |
| Option (Right to buy) <u>(3)</u> <u>(5)</u> | \$ 59 | 05/13/2005 | Â | <u>J(3)(5)</u> | 14,670 | Â | 12/15/2002 | 07/05/2012 | Tandem Common and Special Common Shares <u>(3)</u> | 14,670 |
| Option (Right to buy) <u>(3)</u> <u>(5)</u> | \$ 66 | 05/13/2005 | Â | <u>J(3)(5)</u> | 14,965 | Â | 12/15/2004 | 05/08/2014 | Tandem Common and Special Common | 14,965 |

| | | | | | | | | | | |
|---|----------|------------|---|---------------------|--------|---|------------|------------------|--|------|
| Option (Right to Buy) ⁽³⁾ ⁽⁵⁾ | \$ 77.36 | 05/13/2005 | Â | J ⁽³⁾⁽⁵⁾ | 24,493 | Â | 12/15/2005 | 04/20/2015 | Shares ⁽³⁾ Tandem Common and Special Common Shares ⁽³⁾ | 24,4 |
| Restricted Stock Units ⁽⁴⁾ ⁽⁵⁾ | Â | 05/13/2005 | Â | J ⁽⁴⁾⁽⁵⁾ | 4,187 | Â | 12/15/2007 | Â ⁽²⁾ | Tandem Common and Special Common Shares ⁽⁴⁾ | 4,1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMSON SCOTT H 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602 | Â | Â | Â Senior Vice President | Â |

Signatures

Julie D. Mathews, by power
of atty 01/26/2006

**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 TDS 1998 Long term incentive plan. The option is exercisable with respect to 3690 common shares on 12/15/01, 12/15/02, 12/15/03 and on 12/15/04 for a total of 14,760 common shares.
- (2) Restricted stock unit award pursuant to the 2004 Long-Term Incentive Plan. Stock units will become vested on December 15, 2007.
- (3) Common shares were granted without consideration under the long-term incentive plan. As a result of the special common 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 shares.
- (4) 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 units 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.
- (5) On May 13 TDS authorized a special common dividend to holders of common shares in which one special common share was distributed to all shareholders making this acquisition exempt from Section 16a-9(a).

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