

UNITED STATES CELLULAR CORP
 Form 5
 January 30, 2017

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 *
 Perez Edward

(Last) (First) (Middle)

8410 W. BRYN MAWR

(Street)

CHICAGO, IL 60631

(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)
 12/31/2016

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 - Sales

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)	(A) or (D)	Price	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	Â	Â	Â	Â	Â	Â	7,628	D	Â
Common Shares	Â	Â	Â	Â	Â	Â	118 ⁽¹⁾	I	By 401K Plan

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 63.33	Â	Â	Â	Â	Â	Â (2)	04/02/2017	Common Shares	2,943
Option (Right to Buy)	\$ 49.05	Â	Â	Â	Â	Â	Â (3)	04/01/2018	Common Shares	4,838
Option (Right to Buy)	\$ 29.25	Â	Â	Â	Â	Â	Â (3)	04/01/2019	Common Shares	4,488
Option (Right to Buy)	\$ 36.21	Â	Â	Â	Â	Â	Â (3)	04/01/2020	Common Shares	9,443
Option (Right to Buy)	\$ 44.59	Â	Â	Â	Â	Â	Â (3)	04/01/2021	Common Shares	8,132
Option (Right to Buy)	\$ 34.94	Â	Â	Â	Â	Â	Â (3)	04/02/2022	Common Shares	7,257
Option (Right to Buy)	\$ 31.17	Â	Â	Â	Â	Â	Â (3)	04/01/2023	Common Shares	9,880
Option (Right to Buy)	\$ 41.22	Â	Â	Â	Â	Â	Â (3)	04/01/2024	Common Shares	15,675
Option (Right to Buy)	\$ 36.42	Â	Â	Â	Â	Â	Â (3)	04/01/2025	Common Shares	28,375
Option (Right to Buy)	\$ 45.87	Â	Â	Â	Â	Â	Â (3)	04/01/2026	Common Shares	20,975

Restricted Stock Units	^	^	^	^	^	^	^	^ (4)	04/01/2017	Common Shares	2,991
Restricted Stock Units	^	^	^	^	^	^	^	^ (4)	04/01/2018	Common Shares	7,238
Restricted Stock Units	^	^	^	^	^	^	^	^ (4)	04/01/2019	Common Shares	7,489

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perez Edward 8410 W. BRYN MAWR CHICAGO, IL 60631	^	^	^ Senior Vice President - Sales	^

Signatures

Julie D. Mathews, by power of atty 01/30/2017

__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) Voluntary reporting of USM shares in the USM 401K. The information is based on a plan statement dated 12/31/16. The number of shares fluctuates and is attributable to the price of the shares on 12/31/16.
- (2) Options are scheduled to become exercisable in annual increments of 25% on April 1 of each year
- (3) Options are scheduled to become exercisable in annual increments of one third on April 1 of each year
- (4) Restricted stock units that become vested on 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.