

UNITED STATES CELLULAR CORP
 Form 4
 January 08, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MEYERS KENNETH R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 8410 W. BYRN MAWR, STE. 7000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/04/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Accounting Officer

CHICAGO, IL 60631

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares | 01/04/2007 ⁽¹⁾ | | M ⁽¹⁾ | V | \$ 1,782 69.59 | A | 42,453 D |
| Common Shares | 01/04/2007 ⁽²⁾ | | F ⁽²⁾ | D | \$ 612 69.59 | D | 42,453 D |

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

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SEC 1474 (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. Price or Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| Phantom Stock | \$ 69.59 | 01/04/2007 ⁽¹⁾ | | M ⁽¹⁾ | 1,782 | ⁽¹⁾ / ⁽¹⁾ | Phantom Stock | 1,782 | \$ 69 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MEYERS KENNETH R 8410 W. BYRN MAWR, STE. 7000 CHICAGO, IL 60631 | X | | Chief Accounting Officer | |

Signatures

Julie D. Mathews, by power of atty 01/08/2007

**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) Distribution on January 4, 2007 of Common Shares of United States Cellular Corporation with respect to the reporting person's 2004 deferred bonus, including company match shares, under the United States Cellular Corporation Long Term Incentive Plan ("LTIP") pursuant to a previously made election. The deferred bonus had been deemed invested in phantom stock representing Common Shares of United States Cellular Corporation.
 - (2) Represents payment of tax withholding through the withholding of shares in connection with the distribution on January 4, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space 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.