

TELEPHONE & DATA SYSTEMS INC /DE/  
 Form 5  
 February 07, 2007

**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 \*  
**CARLSON LEROY T JR**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

30 N. LASALLE ST., STE. 4000

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60602

(City) (State) (Zip)

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)
				(A) or (D) Amount Price			
Common Shares	12/22/2006	Â	G	2,400 D \$ <sub>(10)</sub>	6,968.215	D	Â
Special Common Shares	Â	Â	Â	Â Â Â	9,051	D	Â
Common Shares	Â	Â	Â	Â Â Â	1,156.2	I	By wife
Special Common	Â	Â	Â	Â Â Â	6,433.6	I	By Wife

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Shares

Common Shares	12/31/2006	Â	J <sup>(6)</sup>	693.95	A	\$ <sup>(6)</sup>	8,678.52	I	By 401K plan
Special Common Shares	12/31/2006	Â	J <sup>(6)</sup>	33.68	D	\$ <sup>(6)</sup>	7,983.62	I	By 401K plan
Special Common	Â	Â	Â	Â	Â	Â	1,813,539 <sup>(9)</sup>	I	By Voting Trust

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

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SEC 2270  
(9-02)

**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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title
Option (Right to buy)	\$ 43.88	Â	Â	Â	Â	Â	12/15/1997	12/15/2007	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 39.75	Â	Â	Â	Â	Â	12/15/1998	06/22/2008	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 43.75	Â	Â	Â	Â	Â	Â <sup>(4)</sup>	11/05/2007	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 66.75	Â	Â	Â	Â	Â	12/15/1999	04/30/2009	Tandem Common and Special

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Option (Right to buy)	\$ 105.13	Â	Â	Â	Â	Â	12/15/2000	05/05/2010	Common Shares Tandem Common and Special Common Shares
Option (Right to buy)	\$ 121.12	Â	Â	Â	Â	Â	Â <sup>(5)</sup>	09/16/2010	Tnadem Common and Special Common Shares
Option (Right to buy)	\$ 99.44	Â	Â	Â	Â	Â	12/15/2001	04/30/2011	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 60.2	Â	Â	Â	Â	Â	12/15/2002	08/19/2012	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 52.92	Â	Â	Â	Â	Â	12/15/2003	07/03/2013	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 66	Â	Â	Â	Â	Â	12/15/2004	05/08/2014	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 77.36	Â	Â	Â	Â	Â	12/15/2005	04/20/2015	Tandem Common and Special Common Shares
Option (Right to buy)	\$ 49.8	Â	Â	Â	Â	Â	12/15/2006	12/13/2016	Special Common Shares

Restricted Stock Units	Â	Â	Â	Â	Â	Â	12/15/2007	Â (8)	Tandem Common or Special Common Shares
Restricted Stock Units	Â	Â	Â	Â	Â	Â	12/15/2008	Â (11)	Special Common Shares
Series A Common Shares	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Common or Special Common Shares
Deferred Compensation	Â	12/30/2006	Â	J(12)	82.782	Â	Â (3)	Â (3)	Common Shares
Deferred Compensation	Â	12/30/2006	Â	J(12)	94.823	Â	Â (7)	Â (7)	Special Common Shares
Series A Common Shares	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Common or Special Common Shares
Series A Common Shares	Â	Â	Â	Â	Â	Â	Â (1)	Â (1)	Common or Special Common Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSON LEROY T JR 30 N. LASALLE ST., STE. 4000 CHICAGO, IL 60602	Â X	Â	Â President and CEO	Â

## Signatures

Julie D. Mathews, by power of atty 02/07/2007

\*\*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) Series A Common shares are convertible, on a share-for-share basis, into common or special common.
- (2) Reporting person is one of four trustees which is record owner of these shares which files its holdings on forms 4. Of these shares, 83760.5 (including 16294.5 acquired in dividend reinvestment) are held as custodian for children and 9074.3 (including 1117.3 acquired

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in dividend reinvestment) are held by spouse, and 686294.6 (including 16297.6 acquired in dividend reinvestment) shares are held by a family partnership of which reporting person is a general partner. Of the remaining shares, 2683.7 were earned pursuant to a dividend reinvestment plan. Reporting person disclaims beneficial ownership of shares owned by wife and as custodian for children. In addition, 862,693 Series A common Shares owned by family limited partnership of which reporting person and his spouse each hold 500 general partnership interests and collectively hold 99,000 limited partnership interests.

Reporting person deferred 1998 bonus pursuant to the TDS 1998 Long Term Incentive Plan. The deferred bonus was 2284.36 shares and the employer match was 662.46 shares which vests ratably at a rate of 33%, 33%, 34% on 12/31/99, 12/31/00 and 12/31/01. Reporting person deferred 2000 bonus and received 2773.16 shares in deferred bonus and 804.22 shares in employer match with vests ratably at 33%, 33%, 34% on 12/31/01, 12/31/02, 12/31/03. Reporting person deferred 2002 bonus and received 4204.45 shares in deferred bonus and 1051.114 in employer match which vests ratably at 33%, 33%, 34% in 12/31/03, 12/31/04 and 12/31/05. Reporting person had accumulated 458.6 in dividend reinvestment shares.

- (3) Reporting person deferred 2000 bonus and received 2773.16 shares in deferred bonus and 804.22 shares in employer match with vests ratably at 33%, 33%, 34% on 12/31/01, 12/31/02, 12/31/03. Reporting person deferred 2002 bonus and received 4204.45 shares in deferred bonus and 1051.114 in employer match which vests ratably at 33%, 33%, 34% in 12/31/03, 12/31/04 and 12/31/05. Reporting person had accumulated 458.6 in dividend reinvestment shares.
- (4) Granted under the TDS 1998 Long Term Incentive Plan. The option is exercisable with respect to 18,200 common shares on 12/15/98, 12/15/99 and on 12/15/00 for a total of 54,600.
- (5) Granted under the TDS 1998 Long Term Incentive Plan. The option is exercisable with respect to 14,180 common shares on 12/15/01, 12/15/02, 12/15/03 and 12/15/04 for a total of 56,720 common shares.
- (6) Voluntary reporting of shares acquired in 2006 in the TDS 401K. The information is based on a plan statement dated 12/31/06. The number of shares fluctuates and is attributable to the price of the shares on 12/31/06.

Reporting person deferred 1998, 2000, 2002 and 2005 bonuses pursuant to the TDS 1998 Long Term Incentive Plan. The deferred bonuses receive a employer match which vests ratably over a 3 year period at 33%, 33% and 34%. The deferred bonuses total 11,470.805. Employer matches total 3070.002 and dividend reinvestment has accumulated to 473.823. The employer match from the 2005 bonus has not vested in its entirety.

- (7) Reporting person deferred 1998, 2000, 2002 and 2005 bonuses pursuant to the TDS 1998 Long Term Incentive Plan. The deferred bonuses receive a employer match which vests ratably over a 3 year period at 33%, 33% and 34%. The deferred bonuses total 11,470.805. Employer matches total 3070.002 and dividend reinvestment has accumulated to 473.823. The employer match from the 2005 bonus has not vested in its entirety.
- (8) Restricted stock unit award pursuant to the 2004 Long-Term Incentive Plan. Stock units will become vested on December 15, 2007.

Reporting person is one of four trustees which is record owner of these shares which files its holdings on forms 4. Of these shares, 83792.9 (including 16326.93 acquired in dividend reinvestment) are held as custodian for children and 9077.8 (including 1120.8 acquired in dividend reinvestment) are held by spouse, and 684,910.4 (including 14,913.4 acquired in dividend reinvestment) shares are held by a family partnership of which reporting person is a general partner. Of the remaining shares, 794.9 were earned pursuant to a dividend reinvestment plan. Reporting person disclaims beneficial ownership of shares owned by wife and as custodian for children. In addition, 862,693 Series A common Shares owned by family limited partnership of which reporting person and his spouse each hold 500 general partnership interests and collectively hold 99,000 limited partnership interests.

- (9) held by a family partnership of which reporting person is a general partner. Of the remaining shares, 794.9 were earned pursuant to a dividend reinvestment plan. Reporting person disclaims beneficial ownership of shares owned by wife and as custodian for children. In addition, 862,693 Series A common Shares owned by family limited partnership of which reporting person and his spouse each hold 500 general partnership interests and collectively hold 99,000 limited partnership interests.
- (10) Gift
- (11) Restricted stock unit award pursuant to the 2004 Long-Term Incentive Plan. Stock units will become vested on December 15, 2008.
- (12) Voluntary reporting of dividend reinvestment earned in 2006.

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.