

TELEPHONE & DATA SYSTEMS INC /DE/  
Form SC 13G/A  
January 22, 2002

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 13G  
(Rule 13d-102)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 8)<sup>1</sup>**

Telephone and Data Systems, Inc.

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(Name of Issuer)

Common Shares, \$0.01 par value

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(Title of Class of Securities)

879433100

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(CUSIP Number)

December 31, 2001

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

13G

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CUSIP NO. 879433100  
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**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Trustees under The Voting Trust under Agreement dated June 30, 1989

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**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

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**3** SEC USE ONLY

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**4** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>5</b>	SOLE VOTING POWER
		Not Applicable
	<b>6</b>	SHARED VOTING POWER - 6,300,672 Series A Common Shares which have ten votes per share on all matters and are convertible on a share-for- share basis into Common Shares, and are held by the reporting persons as trustees of a Voting Trust.
	<b>7</b>	SOLE DISPOSITIVE POWER

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	<b>7</b>	SOLE DISPOSITIVE POWER
		Not Applicable

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	<b>8</b>	SHARED DISPOSITIVE POWER
		Not Applicable

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**9** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Same as 6

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**10** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

Not Applicable

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**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) - Reporting persons  
beneficially own approximately 93.0% of the Series A Common Shares of  
the Issuer, representing approximately 10.8% of the Issuer's  
outstanding classes of Common Stock and 52.7% of the Issuer's voting  
power in matters other than the election of directors.<sup>1</sup> The holders of  
Series A Common Shares (together with holders of outstanding Preferred  
Shares) are entitled to elect eight of the twelve directors of the  
Issuer.

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**12** TYPE OF REPORTING PERSON\*

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**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

<sup>1</sup> Based on 51,791,295 TDS Common Shares, 6,778,174 Series A Common Shares and 74,423 Preferred Shares issued and outstanding on December 31, 2001

Schedule  
13G  
Issuer:  
Telephone  
and Data  
Systems,  
Inc.  
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- Item 1.**
- (a) **Name of Issuer:**  
Telephone and Data Systems, Inc
  - (b) **Address of Issuer's Principal Executive Offices:**  
30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602
- Item 2.**
- (a) **Name of Person Filing:**  
The Trustees of the Voting Trust under Agreement dated June 30, 1989:  
  
LeRoy T. Carlson, Jr.  
Walter C.D. Carlson  
Letitia G.C. Carlson  
Prudence E. Carlson
  - (b) **Address of Principal Business Office or, if None, Residence:**  
c/o Telephone and Data Systems, Inc.  
30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602
  - (c) **Citizenship:**  
See cover page, item 4
  - (d) **Title of Class of Securities:**  
Common Shares, \$0.01 par value
  - (e) **CUSIP Number:**  
879433100
- Item 3.** **If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:**
- Not Applicable
- Item 4.** **Ownership**
- (a) **Amount Beneficially Owned:**  
See cover page, item 6

- (b) **Percent of Class:**  
See cover page, item 11
- 

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- (c) **Number of share as to which such person has:**
- (i) **Sole power to vote or to direct the vote:**  
Not Applicable
  - (ii) **Shared power to vote or to direct the vote:**  
See cover page, item 6
  - (iii) **Sole power to dispose or to direct the disposition of:**  
Not Applicable
  - (iv) **Shared power to dispose or to direct the disposition of:**  
Not Applicable

**Item 5. Ownership of Five Percent or Less of a Class.**  
Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**  
Not Applicable

**Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**  
Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

- (i) **Identification:**  
The Trustees of the Voting Trust under Agreement dated June 30, 1989:  
  
LeRoy T. Carlson, Jr.  
Walter C.D. Carlson  
Letitia G.C. Carlson  
Prudence E. Carlson
- (ii) **Classification:**  
None of the members of the group is a person identified under Item 3 of Schedule 13G

**Item 9.**            **Notice of Dissolution of Group.**  
Not Applicable

**Item 10.**          **Certifications.**  
Not Applicable

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 22, 2002

TRUSTEES OF THE VOTING TRUST UNDER AGREEMENT  
DATED JUNE 30, 1989

/s/ Walter C.D. Carlson\*

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Walter C.D. Carlson

/s/ Letitia G.C. Carlson\*

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Letitia G.C. Carlson

/s/ Prudence E. Carlson\*

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Prudence E. Carlson

/s/ LeRoy T. Carlson, Jr.

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LeRoy T. Carlson, Jr.

\*By        /s/ LeRoy T. Carlson, Jr.

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LeRoy T. Carlson, Jr.  
Attorney-in-Fact for above Trustees\*

\*Pursuant to previously filed Joint Filing Agreement and Power of Attorney

Signature  
Page to  
Amendment  
No. 8 to the  
Amended  
and Restated  
Schedule  
13G  
relating to  
the direct  
beneficial  
ownership in  
the Common  
Shares of  
Telephone  
and Data  
Systems,  
Inc. by the  
Voting  
Trust.