

TELEPHONE & DATA SYSTEMS INC /DE/  
 Form 4/A  
 February 02, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**WILLIAMSON SCOTT H**

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)  
**30 N. LASALLE ST., STE. 4000**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/24/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

**CHICAGO, IL 60602**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**01/26/2012**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
			Code	V Amount (D) Price			
Special Common Shares	01/24/2012		J <sup>(1)</sup>	26,109 <sup>(5)</sup> D 11 0		D	
Common Shares	01/24/2012		J <sup>(1)</sup>	26,109 A 11 26,109		D	
Common Shares	01/24/2012		J <sup>(1)</sup>	5,551 D 11 0		D	
Common Shares	01/24/2012		J <sup>(1)</sup>	6,033 A 11 32,142		D	

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

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(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Option (Right to Buy)	\$ 77.36	01/24/2012		J <sup>(1)</sup>		24,493	12/15/2005	04/20/2015	Common and Special Common Shares
Option (Right to Buy)	\$ 37.07	01/24/2012		J <sup>(1)</sup>	51,116.891		12/15/2005	04/20/2015	Common Shares
Option (Right to Buy)	\$ 38	01/24/2012		J <sup>(1)</sup>		75,122	12/15/2006	06/19/2016	Special Common Shares
Option (Right to Buy)	\$ 38	01/24/2012		J <sup>(1)</sup>	75,122		12/15/2006	06/19/2016	Common Shares
Option (Right to Buy)	\$ 59.45	01/24/2012		J <sup>(1)</sup>		56,998	12/15/2007	07/02/2017	Special Common Shares
Option (Right to Buy)	\$ 59.45	01/24/2012		J <sup>(1)</sup>	56,998		12/15/2007	07/02/2017	Common Shares
Option (Right to Buy)	\$ 35.35	01/24/2012		J <sup>(1)</sup>		68,500	<sup>(2)</sup>	08/26/2018	Special Common Shares
Option (Right to Buy)	\$ 35.35	01/24/2012		J <sup>(1)</sup>	68,500		<sup>(2)</sup>	08/26/2018	Common Shares
Option (Right to Buy)	\$ 26.95	01/24/2012		J <sup>(1)</sup>		90,700	<sup>(2)</sup>	05/20/2019	Special Common Shares
	\$ 26.95	01/24/2012		J <sup>(1)</sup>	90,700		<sup>(2)</sup>	05/20/2019	



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- Pursuant to a reclassification exempt under Rule 16b-3 and Rule 16b-7, each Special Common Share was reclassified into one Common Share, each Common Share was reclassified into 1.087 Common Shares, and each Series A Common Share was reclassified into 1.087 Series A Common Shares, and each stock award relating to such shares was appropriately adjusted.
- (1) Share, each Common Share was reclassified into 1.087 Common Shares, and each Series A Common Share was reclassified into 1.087 Series A Common Shares, and each stock award relating to such shares was appropriately adjusted.
  - (2) Granted under the 2004 Long Term Incentive Plan. Options vest over a 3 year period with one-third vesting on the first annual anniversary, one-third on the second annual anniversary and one-third on the third annual anniversary.
  - (3) Restricted stock that vests on Dec. 15, 2012
  - (4) Restricted stock that vests on Dec. 2, 2013.
  - (5) This amendment filed to correct the number of special common shares owned by reporting person prior to reclassification.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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