

TELEPHONE & DATA SYSTEMS INC /DE/  
 Form 5/A  
 February 14, 2017

# FORM 5

**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).  
 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 *<br><b>Shuma Douglas D</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>TELEPHONE &amp; DATA SYSTEMS INC /DE/ [TDS]</b> |  | 5. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)   |  |
| (Last)  | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><b>12/31/2016</b>                 |  | <input type="checkbox"/> Director<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other (specify below)<br><b>SVP - Finance and CAO</b> |  |
| 8401 GREENWAY BLVD.   |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)<br><b>01/17/2017</b>                         |  | 6. Individual or Joint/Group Reporting<br><br>(check applicable line)  |  |
| (Street)  |         |          |   |  | <input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More than One Reporting Person  |  |
| MIDDLETON, WI 53562   |         |          |   |  |  |  |
| (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 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                   |                                      |  |                                | (A) or (D) Price  | 3,603 <sup>(6)</sup>   | D  |                                   |

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)**

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| 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) |               |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title         | Amount or Number of Shares |
| Option (Right to buy)                      | \$ 35.35   | Â                                    | Â  | Â                              | Â Â   | Â <u>(1)</u>   | 05/21/2018  | Common Shares | 15,30                      |
| Option (Right to buy)                      | \$ 29.94   | Â                                    | Â  | Â                              | Â Â   | Â <u>(2)</u>   | 05/13/2021  | Common Shares | 21,50                      |
| Option (Right to buy)                      | \$ 26.83   | Â                                    | Â  | Â                              | Â Â   | Â <u>(5)</u>   | 05/16/2024  | Common Shares | 25,41                      |
| Option (Right to buy)                      | \$ 29.26   | Â                                    | Â  | Â                              | Â Â   | Â <u>(5)</u>   | 05/11/2025  | Common Shares | 31,35                      |
| Option (Right to buy)                      | \$ 29.45   | Â                                    | Â  | Â                              | Â Â   | Â <u>(5)</u>   | 08/15/2026  | Common Shares | 8,43                       |
| Restricted Stock Units                     | Â  | Â                                    | Â  | Â                              | Â Â   | Â <u>(4)</u>   | 05/16/2017  | Common Shares | 5,63                       |
| Restricted Stock Units                     | Â  | Â                                    | Â  | Â                              | Â Â   | Â <u>(4)</u>   | 05/11/2018  | Common Shares | 6,99                       |
| Restricted Stock Units                     | Â  | Â                                    | Â  | Â                              | Â Â   | Â <u>(4)</u>   | 05/11/2019  | Common Shares | 11,75                      |
| Deferred Compensation                      | Â  | Â                                    | Â  | Â                              | Â Â   | Â <u>(3)</u>   | Â <u>(3)</u>  | Common Shares | 6,02                       |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Shuma Douglas D  
8401 GREENWAY BLVD.  
MIDDLETON, WI 53562

Â Â Â SVP - Finance and CAO Â

## Signatures

Julie D. Mathews, by power of atty

02/14/2017

\*\*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) Granted under the 2004 Long Term Incentive Plan. Options vest over a 3 year period with one-third of the number of shares becoming exercisable on Aug. 26, 2009, one-third becoming exercisable on Aug. 26, 2010 and one-third becoming exercisable on Aug. 26, 2011.
- (2) Granted under the 2004 Long Term Incentive Plan. Options vest over a 3 year period with one-third of the number of shares becoming exercisable on the first anniversary, one-third on the second annual anniversary and one-third on the third annual anniversary.
- (3) Reporting person deferred performance bonuses pursuant to the Long Term Incentive Plans. At Dec. 31, 2016, a total of 6,024 were vested.
- (4) Restricted stock units pursuant to the 2011 Long Term Incentive Plan. Stock units will become vested on the third annual anniversary.
- (5) Stock options granted pursuant to the 2011 Long Term Incentive Plan. Options become exercisable on the third annual anniversary.
- (6) Includes 37 shares acquired through dividend reinvestment

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.