

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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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 \*  
**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 <sup>(1)</sup>            |                                                    | M <sup>(1)</sup>               | V                                                                 | \$ 1,782<br>69.59                                                                             | A                                                        | 42,453 D                          |
| Common Shares                   | 01/04/2007 <sup>(2)</sup>            |                                                    | F <sup>(2)</sup>               | D                                                                 | \$ 612<br>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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**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 Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Phantom Stock                              | \$ 69.59                                               | 01/04/2007 <sup>(1)</sup>            |                                                    | M <sup>(1)</sup>               | 1,782                                                                                   | <sup>(1)</sup> / <sup>(1)</sup>                          | Phantom Stock                                                 | 1,782 \$ 69                                                 |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |                          |       |
|-----------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                       | Director      | 10% Owner | Officer                  | Other |
| MEYERS KENNETH R<br>8410 W. BYRN MAWR, STE. 7000<br>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.

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