

UNITED STATES CELLULAR CORP
Form S-8 POS
August 06, 2009

As filed with the Securities and Exchange Commission on August 6, 2009

Registration No. 333-103543

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

**POST EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

UNITED STATES CELLULAR CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

62-1147325
(I.R.S. Employer Identification No.)

**8410 West Bryn Mawr Avenue, Suite
700
Chicago, Illinois**
(Address of Principal Executive Offices)

60631
(Zip Code)

**United States Cellular Corporation
2003 Employee Stock Purchase Plan**
(Full Title of the Plan)

**LeRoy T. Carlson, Jr.
Chairman
United States Cellular Corporation
c/o Telephone and Data Systems, Inc.
30 North LaSalle Street, Suite 4000**

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Chicago, Illinois 60602

(Name and Address of Agent for Service)

(312) 630-1900

(Telephone Number, Including
Area Code, of Agent For Service)

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the registrant's Registration Statement No. 333-103543 is being filed to remove from registration by means of such post-effective amendment the securities registered for issuance pursuant to the registrant's 2003 Employee Stock Purchase Plan which remain unissued following the termination of this plan.

Registration Statement No. 333-103543 originally registered 160,000 of the registrant's Common Shares, par value \$1.00 per share, for issuance under the registrant's 2003 Employee Stock Purchase Plan. These shares were also originally listed on the American Stock Exchange. The listing of a total of 81,768 Special Common Shares was transferred to the New York Stock Exchange as of September 15, 2008. This plan has expired and the registrant hereby removes from registration by means of this post-effective amendment the remaining 66,723 Common Shares which remain unissued following the expiration of this plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and Rule 478 thereunder, the Registrant has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, the City of Chicago, State of Illinois, on the 6th day of August, 2009.

UNITED STATES CELLULAR CORPORATION

By: /s/ LeRoy T. Carlson, Jr.
LeRoy T. Carlson, Jr.
Chairman

**SIGNATURE PAGE TO POST EFFECTIVE AMENDMENT TO DEREGISTER SHARES UNDER
REGISTRATION STATEMENT NO. 333-103543**

TELEPHONE AND DATA SYSTEMS, INC.

**8401 Greenway Boulevard
Middleton, Wisconsin 53562
(608) 664-8300**

August 6, 2009

VIA EDGAR

Securities and Exchange Commission
100 F. Street, N.E.
Washington, D.C. 20549

Re: United States Cellular Corporation
Registration Statement on Form S-8

Dear Sir or Madam:

On behalf of United States Cellular Corporation (the "Company"), a subsidiary of Telephone and Data Systems, Inc., transmitted herewith is Post-Effective Amendment No. 1 to the Company's Registration Statement on Form S-8 (Registration No. 333-103543) relating to 160,000 Common Shares, par value \$1.00 per share, of the Company, for issuance in connection with the Company's 2003 Employee Stock Purchase Plan. Because this plan has been terminated, the Company desires to remove from registration the securities registered which remain unissued as a result of the termination of this plan. Accordingly, the Company is filing a post-effective amendment to such registration statement to remove from registration by means of such post-effective amendment 66,723 Common Shares registered which remain unissued as a result of the termination of this plan.

Should you have any questions, please do not hesitate to call the undersigned at (608) 664-8501 or Alfred N. Sacha of Sidley Austin LLP at (312) 853-2939. Thank you.

Very truly yours,

TELEPHONE AND DATA SYSTEMS, INC.

By: /s/ Douglas W. Chambers
Douglas W. Chambers
Director - Accounting and Reporting
