

UNITED STATES CELLULAR CORP
 Form 5
 February 03, 2017

FORM 5

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

OMB APPROVAL

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 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 *
IRIZARRY MICHAEL

(Last) (First) (Middle)

8410 W. BRYN MAWR AVENUE

(Street)

CHICAGO, IL 60631

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNITED STATES CELLULAR CORP [USM]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & CTO-Engineering and IS

6. Individual or Joint/Group Reporting

(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 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	16,298	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)

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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)	8. Amount or Number of Shares	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 63.33	Â	Â	Â	Â Â	Â (1)	04/02/2017	Common Shares	33,606
Option (Right to Buy)	\$ 49.05	Â	Â	Â	Â Â	Â (1)	04/01/2018	Common Shares	51,474
Option (Right to Buy)	\$ 44.59	Â	Â	Â	Â Â	Â (1)	04/01/2021	Common Shares	43,079
Option (Right to Buy)	\$ 41.22	Â	Â	Â	Â Â	Â (2)	04/01/2024	Common Shares	59,300
Option (Right to Buy)	\$ 36.42	Â	Â	Â	Â Â	Â (2)	04/01/2025	Common Shares	70,400
Option (Right to Buy)	\$ 45.87	Â	Â	Â	Â Â	Â (2)	04/01/2026	Common Shares	56,050
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â (3)	04/01/2017	Common Shares	11,310
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â (3)	04/01/2018	Common Shares	17,950
Restricted Stock Units	Â	Â	Â	Â	Â Â	Â (3)	04/01/2019	Common Shares	20,006

Reporting Owners

Reporting Owner Name / Address	Relationships			Other
	Director	10% Owner	Officer	

IRIZARRY MICHAEL

8410 W. BRYN MAWR AVENUE Â Â Â EVP & CTO-Engineering and IS Â
CHICAGO,Â ILÂ 60631

Signatures

Julie D. Mathews, by power
of atty

02/03/2017

__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 long term incentive plan
- (2) Options are scheduled to become exercisable in annual increments of one third on April 1 of each year
- (3) Restricted stock units that become vested on third annual anniversary.

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