

UNITED STATES CELLULAR CORP  
Form SC 13D/A  
February 18, 2005

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

**SCHEDULE 13D**  
(Rule 13d-101)

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**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

(Amendment No. 14)<sup>1</sup>

United States Cellular Corporation  
(Name of Issuer)

Common Shares (\$1.00 par value)  
(Title of Class of Securities)

911684108  
(CUSIP Number)

LeRoy T. Carlson, Jr. (312) 630-1900  
President and Chief Executive Officer  
Telephone and Data Systems, Inc.  
30 N. LaSalle Street, Suite 4000, Chicago, Illinois 60602  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 17, 2005  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .









<sup>3</sup> Based on 53,329,026 Common Shares and 33,005,877 Series A Common Shares outstanding on December 31, 2004.

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Schedule 13D

Issuer: United States Cellular Corporation

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- (d) Amendment dated as of May 22, 1998, to the Voting Trust Agreement dated as of June 30, 1989, as amended, is hereby incorporated by reference to Exhibit 99.3 to the TDS's Current Report on Form 8-K filed on June 5, 1998.
- (e) Amendment effective as of March 28, 2003, to the Voting Trust Agreement dated as of June 30, 1989, as amended, to cancel 500 voting trust certificates, is hereby incorporated by reference to Item 7(e) of the Schedule 13D filed by the Voting Trust dated March 28, 2003.
- (f) Amendment effective as of March 28, 2003, to the Voting Trust Agreement dated as of June 30, 1989, as amended, extending the term of the Voting Trust from June 30, 2009 to June 30, 2035, is hereby incorporated by reference to Item 7(f) of the Schedule 13D filed by the Voting Trust dated March 28, 2003.
- (g) Preliminary proxy statement of TDS, is hereby incorporated by reference to TDS's Schedule 14A as filed with the SEC on February 18, 2005.

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\* Pursuant to Joint Filing Agreement and Power of Attorney  
previously filed with the Securities and Exchange Commission  
and incorporated by reference herein.

Signature Page to the 14th Amendment to the  
Amended and Restated Schedule 13D  
relating to the direct and indirect beneficial ownership of the  
Common Shares of United States Cellular Corporation by  
Telephone and Data Systems, Inc., and The Voting Trust, respectively.

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DIRECTORS OF TDS

- (I) (a) Name:  
LeRoy T. Carlson, Jr.
- (b) Business Address:  
Telephone and Data Systems, Inc.  
30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602
- (c) Present Principal Occupation or Employment:  
President and Chief Executive Officer of Telephone  
and Data Systems, Inc.
- (f) Citizenship:  
United States
- (II) (a) Name:  
LeRoy T. Carlson
- (b) Business Address:  
Telephone and Data Systems, Inc.  
30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602
- (c) Present Principal Occupation or Employment:  
Chairman Emeritus of Telephone and Data Systems,  
Inc.
- (f) Citizenship:  
United States
- (III) (a) Name:  
Sandra L. Helton
- (b) Business Address:

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Telephone and Data Systems, Inc.  
30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602

(c) Present Principal Occupation or Employment:

Executive Vice President and CFO of  
Telephone and Data Systems, Inc.

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7604 Fairfax Road  
Bethesda, Maryland 20814

(c) Present Principal Occupation or Employment:

Medical Doctor

(f) Citizenship:

United States

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Schedule 13D  
Issuer: United States Cellular Corporation  
Page 3 of 4 of Appendix A

APPENDIX A

- (VII) (a) Name:  
Donald C. Nebergall
- (b) Residence Address:  
2919 Applewood Place, N.E.  
Cedar Rapids, Iowa 52402
- (c) Present Principal Occupation or Employment:  
Consultant
- (f) Citizenship:  
United States
- (VIII) (a) Name:  
Herbert S. Wander
- (b) Business Address:  
Katten Muchin Zavis Rosenman  
525 West Monroe Street  
Suite 1600  
Chicago, Illinois 60606-3693
- (c) Present Principal Occupation or Employment:  
Partner of the law firm of Katten Muchin Zavis  
Rosenman
- (f) Citizenship:  
United States
- (IX) (a) Name:  
George W. Off
- (b) Business Address:  
Checkpoint Systems, Inc.  
101 Wolf Drive  
Thorofare, NJ 08086
- (c) Present Principal Occupation or Employment:  
Chairman and Chief Executive Officer of Checkpoint  
Systems, Inc.







EXECUTIVE OFFICERS OF TDS

- (I) (a) Name:  
LeRoy T. Carlson, Jr.
- (b) Business Address:  
Telephone and Data Systems, Inc.  
30 North LaSalle Street  
Chicago, Illinois 60602
- (c) Present Principal Occupation or Employment:  
President and Chief Executive Officer of Telephone  
and Data Systems, Inc.
- (f) Citizenship:  
United States
- (II) (a) Name:  
LeRoy T. Carlson
- (b) Business Address:  
Telephone and Data Systems, Inc.  
30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602
- (c) Present Principal Occupation or Employment:  
Chairman Emeritus of Telephone and Data Systems,  
Inc.
- (f) Citizenship:  
United States
- (III) (a) Name:  
Sandra L. Helton
- (b) Business Address:  
Telephone and Data Systems, Inc.  
30 North LaSalle Street









Vice President and Corporate Secretary of Telephone  
and Data Systems, Inc.

(f) Citizenship:

United States

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(c) Present Principal Occupation or Employment:

Vice President-Internal Audit of Telephone and Data  
Systems, Inc.

(f) Citizenship:

United States

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Vice President - Corporate Development of Telephone  
and Data Systems, Inc.

(f) Citizenship:

United States

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TRUSTEES OF THE VOTING TRUST

- (I) (a) Name:  
LeRoy T. Carlson, Jr.
- (b) Business Address:  
Telephone and Data Systems, Inc.  
30 North LaSalle Street  
Suite 4000  
Chicago, Illinois 60602
- (c) Present Principal Occupation or Employment:  
President and Chief Executive Officer of Telephone  
and Data Systems, Inc.
- (f) Citizenship:  
United States
- (II) (a) Name:  
Walter C.D. Carlson
- (b) Business Address:  
Sidley Austin Brown & Wood LLP  
10 S. Dearborn Street  
Chicago, Illinois 60603
- (c) Present Principal Occupation or Employment:  
Partner of the law firm of Sidley Austin Brown &  
Wood LLP
- (f) Citizenship:  
United States
- (III) (a) Name:  
Letitia G. Carlson, M.D.
- (b) Business Address:  
7604 Fairfax Road  
Bethesda, Maryland 20814

(c) Present Principal Occupation or Employment:

Medical Doctor

(f) Citizenship:

United States

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