

UNITED STATES CELLULAR CORP
Form POS AM
August 25, 2008

As filed with the Securities and Exchange Commission on August 25, 2008

Registration No. 33-58911

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO**

FORM S-3

**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
(IRS Employer
Identification No.)

8410 WEST BRYN MAWR, SUITE 700

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CHICAGO, ILLINOIS 60631

(773) 399-8900

(Address, including zip code, and telephone number, including

area code of registrant's principal executive offices)

**LeRoy T. Carlson, Jr., Chairman
United States Cellular Corporation
c/o Telephone and Data Systems, Inc.
30 North LaSalle Street, Suite 4000
Chicago, Illinois 60602
(312) 630-1900**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**with a copy to:
Stephen P. Fitzell, Esq.
Sidley Austin LLP
One South Dearborn Street
Chicago, Illinois 60603
(312) 853-7000**

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the registrant's Registration Statement No. 33-58911 is being filed to remove from registration by means of such post-effective amendment securities which remain unissued thereunder. Registration Statement No. 33-58911 registered the registrant's Common Shares, \$1.00 par value per share (the Common Shares) for issuance upon conversion of the registrant's Liquid Yield Option Notes due 2015 (the LYONs), which were also registered and issued thereunder.

All of the LYONs registered pursuant to Registration Statement No. 3333-58911 were issued. However, only a portion of the Common Shares issuable upon conversion of the LYONs and registered pursuant to Registration No. 33-58911 was issued.

The registrant has redeemed, converted, cancelled and retired the LYONs registered pursuant to Registration Statement No. 33-58911. Accordingly, the registrant hereby removes from registration by means of this post-effective amendment the Common Shares registered pursuant to Registration Statement No. 33-58911 which remain unissued following the redemption, conversion, cancellation and retirement of the LYONs.

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, in the City of Chicago, State of Illinois, on August 25, 2008.

UNITED STATES CELLULAR CORPORATION

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

Signature Page to Post-Effective Amendment to Deregister

Registration Statement No. 33-58911